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

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

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TIANQI LITHIUM

Tianqi Lithium Corporation

天齊鋰業股份有限公司

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

(Stock Code: 9696)

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

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

A notice convening the EGM to be held by the Company at the conference room on the 2nd floor at the headquarters of Tianqi Lithium at No. 166, Hongliang West 1st Street, Tianfu New Area, Chengdu, Sichuan, the PRC at 2:45 p.m. on Tuesday, 28 April 2026 is set out on pages 32 to 34 of this circular.

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

10 April 2026

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DEFINITIONS

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

“A Share(s)”	the domestic share(s) of the Company with a par value of RMB1.00 each, listed on the SZSE (stock code: 002466), and traded in RMB
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan, China
“Company”	Tianqi Lithium Corporation (天齊鋰業股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares of which are listed on the SEHK and the A Shares of which are listed on the SZSE
“Company Law” or “PRC Company Law”	Company Law of the PRC (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at the conference room on the 2nd floor at the headquarters of Tianqi Lithium at No. 166, Hongliang West 1st Street, Tianfu New Area, Chengdu, Sichuan, the PRC at 2:45 p.m. on Tuesday, 28 April 2026
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) in the ordinary share capital of the Company with a par value of RMB1.00 each, which are listed on the Main Board of SEHK (stock code: 9696)
“H Shareholder(s)”	the holder(s) of H Share(s)
“HK\$” or “Hong Kong dollars” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“independent director”	independent non-executive directors of the Company
“Latest Practicable Date”	10 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Proposed Amendments”	the proposed amendments to the Articles of Association
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong
“SEHK” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Shareholder(s)”	the holder(s) of the shares of the Company, including the holder(s) of A Shares and the holder(s) of H Shares
“Shehong Lithium”	Sichuan Shehong Lithium Co., Limited (四川省射洪鋰業有限責任公司), the predecessor of the Company, a state owned enterprise incorporated in the PRC on 16 October 1995 that had already been deregistered
“Single Largest Group of Shareholders”	Tianqi Group Company, Mr. Jiang Weiping (蔣衛平) and Ms. Zhang Jing (張靜), which constitute the single largest group of Shareholders of the Company
“SZSE”	the Shenzhen Stock Exchange
“Tianqi Group Company”	Chengdu Tianqi Industrial (Group) Co., Limited (成都天齊實業(集團)有限公司), a company with limited liability incorporated in the PRC on 6 December 2003, which is a member of the Single Largest Group of Shareholders and holds 416,316,432 A Shares, representing 24.40% of the total issued share capital of the Company as at the Latest Practicable Date

LETTER FROM THE BOARD

TIANQI LITHIUM

Tianqi Lithium Corporation

天齊鋰業股份有限公司

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

(Stock Code: 9696)

Executive Directors:

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

Independent non-executive Directors:

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

Registered office:

North Taihe Town
Shehong County
Sichuan Province
PRC

*Principal place of business
in the PRC:*

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

*Principal place of business
in Hong Kong:*

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

10 April 2026

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

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

LETTER FROM THE BOARD

2. PROPOSAL FOR ELECTION OF NEW SESSION OF BOARD OF DIRECTORS

The term of office of the sixth session of the Board is going to expire. The Board has resolved to propose Ms. Jiang Anqi, Mr. Jiang Weiping and Mr. Ha, Frank Chun Shing to participate in the re-election and nominate Mr. Chau Siu Lun, Ms. Li Yuedong and Mr. Zhang Yanqing as candidates for independent non-executive Directors to participate in the election of members of the seventh session of the Board. The nominated candidates for the members of the seventh session of the Board are as follows:

(i) Executive Directors

Ms. Jiang Anqi, Mr. Jiang Weiping and Mr. Ha, Frank Chun Shing

(ii) Independent non-executive Directors

Mr. Chau Siu Lun, Ms. Li Yuedong and Mr. Zhang Yanqing

Details of the biographies of the candidates for Directors of the seventh session of the Board are set out in Appendix I to this circular.

Save as disclosed in Appendix I to this circular, as at the Latest Practicable Date, each of the above candidates for Directors has confirmed that (i) he/she has not held any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, nor any other major appointments or professional qualifications, in the past three years; (ii) he/she does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) he/she does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iv) he/she does not hold any other position with the Company or any of its subsidiaries. There is no other information relating to the appointment of each of the above candidates for Directors that needs to be brought to the attention of the Shareholders, nor is there any other information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Each of the above candidates for independent non-executive Directors has confirmed his/her independence to the Company in accordance with Rules 3.13(1) to (8) of the Listing Rules, and that he/she has not had, in the past or at present, any financial or other interests in the business of the Company or its subsidiaries, has no connections with any core connected persons (as defined in the Listing Rules) of the Company, and there are no other factors that may affect his/her independence.

The nomination of the above independent non-executive Directors has been made in accordance with the provisions of the Articles of Association. Taking into account their respective past experience, skill sets, knowledge, experience, independence and the specific needs of the industry in which the Company operates, such nominations were proposed by the nomination and governance committee of the Board, reviewed and approved by the Board, and

LETTER FROM THE BOARD

will be submitted to the shareholders' general meeting of the Company for election. The above candidates for independent non-executive Directors possess extensive experience and enjoy high reputation in areas such as accounting, auditing, legal affairs, corporate governance, geological exploration and mineral resources and reserves evaluation. Their appointment as independent non-executive Directors will help maintain the diversity of the Board and bring valuable professional knowledge and experience to the Board.

The terms of office of the Directors of the seventh session of the Board shall be three years with effect from the date of approval by the Shareholders at the EGM. Subject to the approval of the Shareholders on the proposed election of the Directors (as the case may be) at the EGM, the Company will enter into a service contract/letter of appointment with each of the Directors, respectively, for a term of three years.

The remuneration of the Directors of the seventh session of the Board is determined in accordance with the adjusted directors' remuneration scheme approved at the Company's 2023 annual general meeting, details of which are as follows:

- (i) The remuneration of independent non-executive Directors comprises a fixed annual fee. The remuneration of Mr. Chau Siu Lun, Ms. Li Yuedong and Mr. Zhang Yanqing, being independent non-executive Directors, is RMB417,000 (tax inclusive) per year, respectively;
- (ii) The remuneration of non-independent Directors who also serve as senior management of the Company consists of the annual target remuneration of senior management (as determined in accordance with the Company's "Senior Management Remuneration Scheme" and their appointment or employment contracts) plus a fixed Director's fee. The Director's fee of Mr. Ha, Frank Chun Shing, an executive Director, is RMB237,000 (tax inclusive) per year;
- (iii) The annual target remuneration of the Honorary Chairman of the Board and the Chairlady of the Board comprises fixed remuneration and variable remuneration in a ratio of 6:4. The annual target remuneration of Mr. Jiang Weiping, the Honorary Chairman of the Board, is RMB5,760,000 (tax inclusive) per year, and that of Ms. Jiang Anqi, the Chairlady of the Board, is RMB5,175,000 (tax inclusive) per year. The variable remuneration will be determined based on the achievement of their annual performance targets and details may be referred to in the Company's annual reports to be published in due course.

In the event of any adjustment to the total remuneration or the proportion of fixed and variable remuneration of the aforesaid Directors, the Company will comply with the relevant provisions to complete the necessary deliberation and disclosure procedures.

LETTER FROM THE BOARD

3. PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to amend the Articles of Association for the purposes of, among others, (i) updating the Articles of Association to reflect the Company's latest share capital structure; (ii) amending relevant provisions of the Articles of Association to reflect the proposed composition of the seventh session of the Board of Directors, so as to further enhance corporate governance; and (iii) better aligning the Articles of Association with the actual circumstances and needs of the Company.

After the Proposed Amendments have taken effect, the Company will continue to comply with the Listing Rules to meet the core shareholder protection level required by Appendix A1 to the Listing Rules through compliance with PRC laws in combination with its Articles of Association and will further monitor its ongoing compliance with these rules. The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have respectively confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the applicable laws of the PRC. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company incorporated in the PRC and listed on the Hong Kong Stock Exchange. The Board believes that the Proposed Amendments have neither material impact on the rights of the Shareholders nor adverse impact on the business operation of the Company, and they are in the interests of the Company and the Shareholders as a whole.

Details of the Proposed Amendments are contained in Appendix II to this circular. The Proposed Amendments will become effective upon the passing of a special resolution by the Shareholders at the EGM.

4. PROPOSAL FOR AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETING

To further promote the regular operation of the Company, the Company proposes to amend the Rules of Procedures for the Shareholders' General Meeting in accordance with the latest amendments to the Articles of Association. Details of the proposed amendments to the Rules of Procedures for the Shareholders' General Meeting are set out in Appendix III to this circular.

The proposed amendments to the Rules of Procedures for the Shareholders' General Meeting will become effective upon the passing of a special resolution by the Shareholders at the EGM.

LETTER FROM THE BOARD

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

To further promote the regular operation of the Company, the Company proposes to amend the Rules of Procedures for the Board of Directors in accordance with the latest amendments to the Articles of Association. Details of the proposed amendments to the Rules of Procedures for the Board of Directors are set out in Appendix IV to this circular.

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

6. EGM ARRANGEMENTS

The Company will hold the EGM at the conference room on the 2nd floor at the headquarters of Tianqi Lithium at No. 166, Hongliang West 1st Street, Tianfu New Area, Chengdu, Sichuan, the PRC at 2:45 p.m. on Tuesday, 28 April 2026 for the Shareholders to consider and, if thought fit, to approve the relevant resolutions mentioned above. Details of the EGM and resolutions to be considered at the EGM are set out in the notice of EGM dated 10 April 2026.

H Shareholders whose names appear on the register of members of the Company on Thursday, 23 April 2026 will be entitled to attend the EGM upon completion of the necessary registration procedures. In order to determine the list of H Shareholders who will be entitled to attend the EGM, the H Shares register of members will be closed from Thursday, 23 April 2026 to Tuesday, 28 April 2026, both days inclusive, during which period no transfer of H Shares will be effected.

In order for the H Shareholders to qualify for attending and voting at the EGM, Shareholders whose H Shares are not registered in their names should complete and lodge their respective instrument(s) of transfer and the relevant H Share certificate(s) to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Wednesday, 22 April 2026.

A form of proxy for use at the EGM is enclosed with this circular, which has also been published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (<http://www.tianqilithium.com>).

7. VOTING AT THE EGM

Pursuant to Rule 13.39 of the Hong Kong Listing Rules, any vote of the Shareholders at the EGM must be taken by poll except where the chairperson, 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. Among these, the resolutions regarding the election of non-independent Directors and independent Directors of the seventh session of the Board will be conducted by

LETTER FROM THE BOARD

way of cumulative voting. Details of the voting arrangements adopting the cumulative voting system for the election of Directors (excluding independent non-executive Directors) and independent non-executive Directors are set out in Appendix V to this circular. The Company will announce the results of the poll after the EGM in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the resolutions to be proposed at the EGM.

Furthermore, the Company will offer a platform to A Shareholders (including Northbound Investors under Shenzhen Connect) to vote online through the general meeting online voting system of the SZSE. Please refer to the relevant announcements published by the Company on the websites of the SZSE and Cninfo (巨潮資訊網) for details.

8. RECOMMENDATION

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

9. RESPONSIBILITY STATEMENT

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

By Order of the Board
Tianqi Lithium Corporation
Jiang Anqi

Chairlady of the Board and Executive Director

EXECUTIVE DIRECTORS**Ms. Jiang Anqi (蔣安琪)**

Ms. Jiang Anqi, Chinese, born in 1987, was appointed as an executive Director in February 2017, as the vice Chairlady of the Company in April 2022 and as the Chairlady of the Company in 29 April 2024. She is primarily responsible for the Company's overall strategic planning and business development, as well as making key strategic decisions. Ms. Jiang is the daughter of Mr. Jiang Weiping, a member of the Single Largest Group of Shareholders.

Ms. Jiang has over 10 years of experience in the lithium industry. She served as the vice general manager and director of Tianqi Group Company since February 2016 and July 2018 respectively, and served as its general manager from August 2021 to June 2023. She currently serves as the director of Tianqi Group and its several subsidiaries. In addition, Ms. Jiang has held directorship positions in several subsidiaries of the Company since July 2021. Ms. Jiang graduated from Concordia University in Canada with a bachelor's degree in May 2012. Ms. Jiang obtained a master's degree in business administration from Southwestern University of Finance and Economics in June 2022.

Mr. Jiang Weiping (蔣衛平)

Mr. Jiang Weiping, Chinese, born in 1955, was appointed as the executive Director and the chairman of the Board of the Company since December 2007. Following his resignation as the chairman of the Board of the Company on 29 April 2024, he has continued to serve as an executive Director and has been appointed as the Honorary Chairman of the Board. Leveraging his extensive industry and corporate management experience, Mr. Jiang continues to provide guidance and decision-making support on the Company's strategic planning and business development.

Mr. Jiang is a member of the Single Largest Group of Shareholders. Mr. Jiang is the father of Ms. Jiang Anqi. Mr. Jiang has more than 20 years of experience in the lithium industry. He set up Tianqi Group Company in December 2003, and has acted as the chairman of Tianqi Group Company since its incorporation. Mr. Jiang acquired Shehong Lithium, the predecessor of the Company, through Tianqi Group Company in October 2004, and had been a Director and the chairman of the Board since then and until April 2024 and is currently an executive Director and Honorary Chairman of the Board. He also served as the general manager of the Company from August 2011 to December 2012. Further, Mr. Jiang has been the vice president of the lithium branch of China Non-Ferrous Metals Industry Association since September 2011. Mr. Jiang has also served as the general manager of Tianqi Group since June 2023. Mr. Jiang graduated from Chengdu College of Agricultural Machinery in China with a bachelor's degree in engineering in June 1982. Mr. Jiang was also accredited as an engineer by the Ministry of Machinery and Electronics Industry of the PRC in September 2011.

As at the Latest Practicable Date, as a member of the Single Largest Group of Shareholders, Mr. Jiang is deemed to be interested in 484,996,309 A Shares in accordance with the Securities and Futures Ordinance, representing approximately 28.42% of the total share capital of the Company.

Mr. Ha, Frank Chun Shing (夏浚誠)

Mr. Ha, Frank Chun Shing, Chinese (Hong Kong), born in 1972, was appointed as a general manager of the Company in January 2021 and an executive Director in February 2021. He is primarily responsible for the overall and day-to-day management of the Company.

Prior to joining the Group, Mr. Ha worked at Olip Italia S.p.A. and Swarovski (Austria) from August 1997 to May 2002. He also worked at Steyr Motors GmbH from November 2011 to December 2020, in which he acted as the CEO and the managing director of Steyr Motors GmbH from November 2018 to August 2019, and the head of the Asia-Pacific region of Steyr from August 2019 to December 2020. Mr. Ha also serves as the director of several subsidiaries of the Company.

Mr. Ha obtained (i) a graduate diploma in core business management from the MCI Management Center Innsbruck, Austria in November 2007; (ii) an MBA/EMBA from the Chinese University of Hong Kong Business School in July 2016; and (iii) a master's degree in engineering management from the University of Technology Sydney, Australia in July 2018. Mr. Ha is also a PhD candidate in enterprise management at the Shanghai University of Finance and Economics in China.

As at the Latest Practicable Date, Mr. Ha holds 82,664 A Shares of the Company, representing approximately 0.005% of the Company's total share capital; of which 65,764 shares are restricted shares held through the Company's A Share restricted share incentive scheme.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chau Siu Lun (鄧兆麟)

Mr. Chau Siu Lun, Chinese (Hong Kong), born in 1964. Mr. Chau is qualified as a solicitor in Hong Kong and in England and Wales, a Certified Anti-Money Laundering Specialist, and a Fellow of Certified Practising Accountant (Australia). He is an arbitrator of the Beijing Arbitration Commission and the Beijing International Arbitration Center. He is also a Fellow of the Hong Kong Chartered Governance Institute ("HKCGI") and holds the qualification of Chartered Secretary and Chartered Governance Professional. Since 2021, he has served as a council member of HKCGI. He served as vice chairman of HKCGI from January 2024 to December 2025, and currently serves as its president from January 2026.

Mr. Chau graduated from The University of Hong Kong in 1987 with an honours bachelor's degree in arts and obtained a Postgraduate Certificate in Laws from The University of Hong Kong in 1994. He joined Herbert Smith (now Herbert Smith Freehills Krama) in 1997, became a partner in 2006, and served as managing partner and chief representative of its Beijing representative office from 2011 to November 2022. He is currently a partner of Haiwen & Partners LLP.

Mr. Chau's principal practice areas include listings of mainland Chinese enterprises in Hong Kong, post IPO equity and debt financing, mergers and acquisitions, restructuring and spin-offs, corporate governance, ESG disclosure, listed company compliance and anti-money laundering. He has led key tasks including ESG due diligence, risk management and control, as well as information disclosure. He is currently an independent non-executive director of listed companies including Great Wall Motor Company Limited (02333.HK and 601633.SH), Aux International Holdings Limited (02080.HK), and Lam Soon (Hong Kong) Limited (00411.HK).

Ms. Li Yuedong (李越冬)

Ms. Li Yuedong, Chinese (with no right of permanent residence overseas), born in 1977. Ms. Li holds a doctoral degree and is a Certified Public Accountant in the United States and Australia. She is currently a professor and doctoral supervisor at Southwestern University of Finance and Economics, as well as a postdoctoral co-supervisor. She is among the first group of international high-end accounting talents recognized by the Ministry of Finance, an external DBA supervisor at emlyon business school, a member of the Internal Control Committee of the Accounting Society of China, deputy secretary-general of the Sichuan Auditing Society, and deputy director of the Auditing Committee of the Sichuan Accounting Society. Her research areas include auditing and risk prevention & control, as well as ESG assurance and ESG disclosure.

Ms. Li was a jointly trained postdoctoral researcher of the Audit Research Institute of the National Audit Office and Peking University, and a researcher of the Institute of Chartered Accountants in England and Wales (ICAEW). She served for two consecutive terms as an audit expert for United Nations projects under the Overseas Audit Department of the National Audit Office (participating in audits of UNICEF and UNEP). She has served as an independent director of listed companies including Sichuan Kelun Pharmaceutical Co., Ltd. (002422.SZ), Chengdu Hi-Tech Development Co., Ltd. (000628.SZ), Chengdu Leejun Industrial Co., Ltd. (002651.SZ), and Chengdu Zhimingda Electronics Co., Ltd. (688636.SH), as well as an independent director of non-listed companies including Sichuan Xinhehua Chinese Herbal Pieces Co., Ltd., Sichuan Fengsheng Paper Technology Co., Ltd., and Chengdu Chengbao Development Co., Ltd., and as an external supervisor of Sichuan Beichuan Rural Commercial Bank Co., Ltd.

Ms. Li currently serves as an independent director of A-share listed companies including Chengdu Sino Microelectronics Technology Co., Ltd. (688709.SH) and Chengdu Shengbang Seals Co., Ltd., (301233.SZ); an independent non-executive director of Hong Kong-listed companies Sichuan Kelun-Biotech Biopharmaceutical Co., Ltd. (06990.HK) and Honghua Group Limited (00196.HK); and as an independent director of Ya'an Baitu Advanced Materials Co., Ltd.

Mr. Zhang Yanqing (張延慶)

Mr. Zhang Yanqing, Chinese, born in 1961. Mr. Zhang is a mineral reserves appraiser, a professorate senior engineer, and a research fellow.

Mr. Zhang graduated from Heilongjiang Mining Institute with a major in coalfield geology and exploration in 1982. He previously served as an engineer at the Geological Department of the General Bureau of Geology under the Ministry of Coal Industry (Geological Exploration Team No. 108 of the Northeast Coalfield Geology Bureau); deputy general manager of Beijing Zhongmei Dadi Technology Development Company under China National Coal Geology Bureau; director and Party branch secretary of the Research Center of the Integrated Projects Department of China United Coalbed Methane Corporation; director of Shanxi Coalbed Methane Co., Ltd.; Director of the Reserves Office of the Oil and Gas Resources Strategic Research Center and Director of the Reserves Division of the Department of Reserves of the former Ministry of Land and Resources; deputy director of the Institute of Geomechanics of the Chinese Academy of Geological Sciences and a researcher in mineral resources economics; and executive deputy director of the Mineral Resources and Reserves Committee of the China Association of Mining Rights Appraisers.

Mr. Zhang is currently a specially invited expert of the China Mineral Resources and Reserves Appraisers Association, an Expert for Mineral Reserves Review directly under the Ministry of Natural Resources, and an Expert for the Review of Ecological Restoration Plans for Mining Areas of the Ministry of Natural Resources. Mr. Zhang attaches great importance to the acceleration of the unification of ESG rating systems, and has achieved notable progress in the green development, intelligent upgrading, and implementation and advancement of the “dual carbon” targets for mines. He is currently an independent director of listed company Jinhui Mining Inc Co., Ltd (603132.SH).

COMPARISON TABLE OF THE AMENDMENTS TO THE
ARTICLES OF ASSOCIATION

Before Amendment	After Amendment
Chapter 1 General Provisions	Chapter 1 General Provisions
Article 6	Article 6
The registered capital of the Company is RMB1,641,194,983.	The registered capital of the Company is RMB1,641,194,983, 1,706,244,983.
Chapter 3 Shares	Chapter 3 Shares
Article 20	Article 20
The total number of shares that the Company issued is 1,641,194,983 shares, which are all ordinary shares. Among above, 1,477,072,783 shares are domestically listed shares, representing 90% of the total number of ordinary shares issued by the Company; 164,122,200 shares are H shares, representing 10% of the total number of ordinary shares issued by the Company.	The total number of shares that the Company issued is 1,706,244,983, 1,641,194,983 shares, which are all ordinary shares. Among above, 1,477,072,783 shares are domestically listed shares, representing 86.5790% of the total number of ordinary shares issued by the Company; 229,172,200, 164,122,200 shares are H shares, representing 13.4310% of the total number of ordinary shares issued by the Company.
Chapter 4 Shareholders and Shareholders' General Meeting	Chapter 4 Shareholders and Shareholders' General Meeting
Article 43	Article 43
<p>The shareholders' general meeting of the Company shall be composed of all shareholders. The shareholders' general meeting is the organ of authority of the Company and shall exercise the following powers in accordance with the law:</p> <p>.....</p> <p>(XV) to consider and approve securities investment in the following circumstances:</p> <p>Securities investments (including new share placing or subscriptions, securities repurchases, investments in stocks and depositary receipts, bond investments, entrusted wealth management and other investment behaviors recognized by SZSE. Entrusted wealth management refers to the Company's engagement of banks, trusts, securities, funds, futures, insurance asset management institutions, financial asset investment companies, private fund managers and other professional financial institutions to invest with and manage its assets or purchase the relevant wealth management products) with total amount more than 50% of the Company's audited net assets of the latest period and the absolute amount more than RMB50 million;</p> <p>.....</p>	<p>The shareholders' general meeting of the Company shall be composed of all shareholders. The shareholders' general meeting is the organ of authority of the Company and shall exercise the following powers in accordance with the law:</p> <p>.....</p> <p>(XV) to consider and approve securities investment in the following circumstances:</p> <p>Securities investments (including new share placing or subscriptions, securities repurchases, investments in stocks and depositary receipts, bond investments, entrusted wealth management and other investment behaviors recognized by SZSE. Entrusted wealth management refers to the Company's engagement of banks, trusts, securities, funds, futures, insurance asset management institutions, financial asset investment companies, private fund managers and other professional financial institutions to invest with and manage its assets or purchase the relevant wealth management products) with total amount more than 50% of the Company's audited net assets of the latest period and the absolute amount more than RMB50 million;</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Before Amendment	After Amendment
Article 46	Article 46
<p>In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the occurrence date of the fact:</p> <p>(I) When the number of directors falls short of the number required by the Company Law or is less than 2/3 of the number as stipulated in the Articles of Association, i.e. less than 6 directors;</p> <p>(II) When the Company's unrecovered losses reach 1/3 of the total share capital;</p> <p>(III) When the shareholders who hold 10% or more of the shares of the Company, individually or in aggregate, request to convene;</p> <p>(IV) When the board of directors deems it necessary;</p> <p>(V) When the audit and risk committee proposes to convene;</p> <p>(VI) Other circumstances as stipulated in laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed or the Articles of Association.</p> <p>.....</p>	<p>In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the occurrence date of the fact:</p> <p>(I) When the number of directors falls short of the number required by the Company Law or is less than 2/3 of the number as stipulated in the Articles of Association, i.e. less than 6 directors;</p> <p>(II) When the Company's unrecovered losses reach 1/3 of the total share capital;</p> <p>(III) When the shareholders who hold 10% or more of the shares of the Company, individually or in aggregate, request to convene;</p> <p>(IV) When the board of directors deems it necessary;</p> <p>(V) When the audit and risk committee proposes to convene;</p> <p>(VI) Other circumstances as stipulated in laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed or the Articles of Association.</p> <p>.....</p>
Article 57	Article 57 <u>8</u>
<p>In the event that matters involving the election of directors are to be considered at the shareholders' general meeting, the notice of such general meeting shall fully disclose the detailed information of the candidates for such directors, which shall at least include the following:</p> <p>(I) personal particulars including educational background, working experience and any part-time job, as well as work situations in companies where one holds more than 5% of the shares or is the actual controller;</p>	<p>In the event that matters involving the election of directors are to be considered at the shareholders' general meeting, the notice of such general meeting shall fully disclose the detailed information of the candidates for such directors, which shall at least include the following:</p> <p>(I) personal particulars including educational background, working experience and any part-time job, as well as work situations in companies where one holds more than 5% of the shares or is the actual controller;</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Before Amendment	After Amendment
<p>(II) whether there is any related relationship with the Company or its controlling shareholders and de facto controller;</p> <p>(III) disclosure of the shareholdings in the Company;</p> <p>(IV) the relationship between the candidates for directors and the directors and senior management of the Company and the relationship with the shareholders holding more than 5% of the shares of the Company, and the positions of the aforesaid persons as directors and senior management of other institutions in the last five years;</p> <p>.....</p> <p>Apart from directors elected through the cumulative voting system, each candidate of director shall be individually proposed.</p>	<p>(II) whether there is any related relationship with the Company or its controlling shareholders and de facto controller;</p> <p>(III) disclosure of the shareholdings in the Company;</p> <p>(IV) the relationship between the candidates for directors and the directors and senior management of the Company and the relationship with the shareholders holding more than 5% of the shares of the Company, and the positions of the aforesaid persons as directors and, <u>supervisors and</u> senior management of other institutions in the last five years;</p> <p>.....</p> <p>Apart from directors elected through the cumulative voting system, each candidate of director shall be individually proposed.</p>
Article 62	Article <u>62</u>3
<p>The instrument appointing a proxy to attend a shareholders' general meeting issued by a shareholder shall include the following information:</p> <p>(I) Name of the entrusting party and the class and number of shares held in the Company;</p> <p>(II) Name of the proxy;</p> <p>(III) The specific instructions of the shareholder, including the instruction to vote for, against or abstain from voting in respect of each agenda item of the shareholders' general meeting;</p> <p>(IV) Date of issuance of the proxy form and the validity period;</p>	<p>The instrument appointing a proxy to attend a shareholders' general meeting issued by a shareholder shall include the following information:</p> <p>(I) Name of the entrusting party and the class and number of shares held in the Company;</p> <p>(II) Name of the proxy;</p> <p>(III) The specific instructions of the shareholder, including the instruction to vote for, against or abstain from voting in respect of each agenda item of the shareholders' general meeting;for H Share shareholders who appoint a proxy to attend the shareholders' general meeting, <u>the instrument of proxy shall contain a statement that in the absence of specific instructions by the shareholder whether the proxy may vote as he/she thinks fit;</u></p> <p>(IV) Date of issuance of the proxy form and the validity period;</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Before Amendment	After Amendment
(V) Signature (or affixation of seal) by the entrusting party. Where the entrusting party is a corporate shareholder, the seal of the corporate shareholder shall be affixed or the signature of the director or officially authorized entrusting proxy shall be signed. Attendance by proxy at a general meeting shall be deemed as attendance by such corporate shareholder in person.	(V) Signature (or affixation of seal) by the entrusting party. Where the entrusting party is a corporate shareholder, the seal of the corporate shareholder shall be affixed or the signature of the director or officially authorized entrusting proxy shall be signed. Attendance by proxy at a general meeting shall be deemed as attendance by such corporate shareholder in person.
Article 63	Article 63
The instrument of proxy shall contain a statement that in the absence of specific instructions by the shareholder whether the proxy may vote as he/she thinks fit.	The instrument of proxy shall contain a statement that in the absence of specific instructions by the shareholder whether the proxy may vote as he/she thinks fit.
Article 77	Article 77
The following matters shall be passed as ordinary resolutions of a shareholders' general meeting:	The following matters shall be passed as ordinary resolutions of a shareholders' general meeting:
(I) Work reports of the board of directors;	(I) Work reports of the board of directors;
(II) Profit distribution plan and loss offset plan formulated by the board of directors;	(II) Profit distribution plan and loss offset plan formulated by the board of directors;
(III) Appointment and removal of members of the board of directors and their remuneration and payment method;	(III) Appointment and removal of members of the board of directors and their remuneration and payment method;
(IV) Appointment and dismissal of accounting firm, and deciding the remuneration of the accounting firm;	(IV) Appointment and dismissal of accounting firm, and deciding the remuneration of the accounting firm;
(V) Related party transactions of the Company, of which amount is over RMB30 million and accounts for more than 5% of the absolute value of latest audited net asset of the Company (excluding guarantees provided by the Company to external parties and cash assets received as gifts);	(V) Related party transactions of the Company, of which amount is over RMB30 million and accounts for more than 5% of the absolute value of latest audited net asset of the Company (excluding guarantees provided by the Company to external parties and cash assets received as gifts);
(VI) Matters stipulated in item (XII) of Article 43 of the Articles of Association;	(VI) Matters stipulated in item (XII) of Article 43 of the Articles of Association;

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Before Amendment	After Amendment
(VII) Guarantees stipulated in Article 44 of the Articles of Association (except item (V));	(VII) Guarantees stipulated in Article 44 of the Articles of Association (except item (V));
(VIII) The transaction matters specified in Article 43 (XV);	(VIII) The transaction matters specified in Article 43 (XV <u>XIV</u>);
(IX) Changes in the investment projects funded by the capital raised;	(IX <u>VIII</u>) Changes in the investment projects funded by the capital raised;
(X) Any other matters other than those required to be adopted as special resolutions by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association.	(X <u>IX</u>) Any other matters other than those required to be adopted as special resolutions by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association.
Chapter 5 Directors and Board of Directors	Chapter 5 Directors and Board of Directors
Article 106	Article 106
The board of directors shall comprise 8 directors, and the number of independent nonexecutive directors shall account for more than 1/3 of the total and shall not be less than three, and shall include at least one accounting professional.	The board of directors shall comprise <u>6</u> 8 directors, and the number of independent nonexecutive directors shall account for more than 1/3 of the total and shall not be less than three, and shall include at least one accounting professional.
Article 107	Article 107
The board of directors shall exercise the following powers: 	The board of directors shall exercise the following powers:
(VII) Review and approve related party transactions with transaction amount accounting for over 0.5% of the absolute value of the Company's audited net assets of the latest period;	(VII) Review and approve related party transactions <u>with related legal persons where the</u> with transaction amount accounting for over 0.5% of the absolute value of the Company's audited net assets of the latest period <u>and related party transactions with related natural persons where the transaction</u> amount exceeds RMB300,000;

Before Amendment	After Amendment
<p>(VIII) Review and approve transactions falling outside the ordinary course of business and meeting any one of the following criteria (where data involved in the calculation of the following indicators is negative, the absolute value shall be used), which, unless otherwise specified in laws and regulations and normative documents, are subject to consideration and approval by the board of directors, including acquisition of assets; disposal of assets; external investments (including entrusted asset management, investments in subsidiaries, etc.); providing financial assistance (including entrusted loans, etc.); providing guarantees (including guarantees for controlled subsidiaries, etc.); leasing in or out of assets, entrusting or being entrusted with assets and business management, donating assets or receiving donated assets, debt or debt restructuring, transfer or acquisition of research and development projects, entering into licensing agreements, waiver of rights (including waiving preemptive rights, priority to capital contributions, etc.) and other transactions recognised by the Shenzhen Stock Exchange:</p> <p>1. The total assets involved in the transaction account for over 2% and below 50% of the Company's most recent audited total assets. Where the total assets involved in the transaction have both book value and valuation value, it shall be calculated on the basis of whichever is higher;</p> <p>2. The related operating income of the subject matter of transaction (such as equity) in the most recent fiscal year accounts for over 2% and below 50% of the Company's audited operating income in the most recent fiscal year with the absolute amount of more than RMB30 million;</p>	<p>(VIII) Review and approve transactions falling outside the ordinary course of business and meeting any one of the following criteria (where data involved in the calculation of the following indicators is negative, the absolute value shall be used), which, unless otherwise specified in laws and regulations and normative documents, are subject to consideration and approval by the board of directors, including acquisition of assets; disposal of assets; external investments (including entrusted asset management, investments in subsidiaries, etc.); providing financial assistance (including entrusted loans, etc.); providing guarantees (including guarantees for controlled subsidiaries, etc.); leasing in or out of assets, entrusting or being entrusted with assets and business management, donating assets or receiving donated assets, debt or debt restructuring, transfer or acquisition of research and development projects, entering into licensing agreements, waiver of rights (including waiving preemptive rights, priority to capital contributions, etc.) and other transactions recognised by the Shenzhen Stock Exchange:</p> <p>1. The total assets involved in the transaction account for over 2% and below 50% of the Company's most recent audited total assets. Where the total assets involved in the transaction have both book value and valuation value, it shall be calculated on the basis of whichever is higher;</p> <p>2. The related operating income of the subject matter of transaction (such as equity) in the most recent fiscal year accounts for over 2% and below 50% of the Company's audited operating income in the most recent fiscal year with the absolute amount of more than RMB30 million;</p>

Before Amendment	After Amendment
<p>3. The related net profit of the subject matter of transaction (such as equity) in the most recent fiscal year accounts for over 2% and below 50% of the Company's audited net profit in the most recent fiscal year with the absolute amount of more than RMB1 million;</p> <p>4. The transaction amount (including commitment debts and expenses) accounts for over 2% and below 50% of audited net assets of the Company of the latest period with the absolute amount of more than RMB30 million;</p> <p>5. The profit generated by the transaction accounts for over 2% and below 50% of the audited net profit of the Company in the most recent fiscal year with the absolute amount of more than RMB1 million;</p> <p>6. Where the net assets involved in the subject of transaction (such as equity) account for over 2% and below 50% of the latest audited net assets of the Company with the absolute amount of more than RMB30 million, and where the net assets involved in the transaction have both book value and appraised value, whichever is higher shall be applicable.</p> <p>Provided however that, where the aforesaid transactions are in the nature of financial subsidy, whatever the absolute amount is, it shall be submitted to the board of directors for review as required by this regulation;</p> <p>.....</p>	<p>3. The related net profit of the subject matter of transaction (such as equity) in the most recent fiscal year accounts for over 2% and below 50% of the Company's audited net profit in the most recent fiscal year with the absolute amount of more than RMB1 million;</p> <p>4. The transaction amount (including commitment debts and expenses) accounts for over 2% and below 50% of audited net assets of the Company of the latest period with the absolute amount of more than RMB30 million;</p> <p>5. The profit generated by the transaction accounts for over 2% and below 50% of the audited net profit of the Company in the most recent fiscal year with the absolute amount of more than RMB1 million;</p> <p>6. Where the net assets involved in the subject of transaction (such as equity) account for over 2% and below 50% of the latest audited net assets of the Company with the absolute amount of more than RMB30 million, and where the net assets involved in the transaction have both book value and appraised value, whichever is higher shall be applicable.</p> <p>Provided however that, where the aforesaid transactions are in the nature of financial subsidy <u>or external guarantees</u>, whatever the absolute amount is, it shall be submitted to the board of directors for review as required by this regulation;</p> <p>.....</p>

Before Amendment	After Amendment
Article 112	Article 112
<p>The chairman of the board of directors shall exercise the following powers and implement the following major obligations:</p> <p>.....</p> <p>(VIII) Review and approve on related party transactions with the affiliated person of which transaction amount is no more than 0.5% of the absolute value of audited net assets of the Company of the latest period;</p> <p>(IX) Review and approve transactions falling outside the ordinary course of business and meeting any one of the following criteria (where data involved in the calculation of the following indicators is negative, the absolute value shall be used), which, unless otherwise specified in laws and regulations and normative documents, are subject to consideration and approval by the chairman of the board, including acquisition of assets; disposal of assets; external investments (including entrusted asset management, investments in subsidiaries, etc.); providing financial assistance (including entrusted loans, etc.); providing guarantees (including guarantees for controlled subsidiaries, etc.); leasing in or out of assets, entrusting or being entrusted with assets and business management, donating assets or receiving donated assets, debt or debt restructuring, transfer or acquisition of research and development projects, entering into licensing agreements, waiver of rights (including waiving pre-emptive rights, priority to capital contributions, etc.) and other transactions recognised by the Shenzhen Stock Exchange:</p> <p>1. The total assets involved in the transaction account for less than 2% of the Company's most recent audited total assets. Where the total assets involved in the transaction have both book value and valuation value, it shall be calculated on the basis of whichever is higher;</p>	<p>The chairman of the board of directors shall exercise the following powers and implement the following major obligations:</p> <p>.....</p> <p>(VIII) Review and approve on related party transactions with <u>related legal persons where the the affiliated person of which transaction amount is no more than 0.5% of the absolute value of audited net assets of the Company of the latest period and related party transactions with related natural persons where the transaction amount is no more than RMB300,000;</u></p> <p>(IX) Review and approve transactions falling outside the ordinary course of business and meeting any one of the following criteria (where data involved in the calculation of the following indicators is negative, the absolute value shall be used), which, unless otherwise specified in laws and regulations and normative documents, are subject to consideration and approval by the chairman of the board, including acquisition of assets; disposal of assets; external investments (including entrusted asset management, investments in subsidiaries, etc.); providing financial assistance (including entrusted loans, etc.); providing guarantees (including guarantees for controlled subsidiaries, etc.); leasing in or out of assets, entrusting or being entrusted with assets and business management, donating assets or receiving donated assets, debt or debt restructuring, transfer or acquisition of research and development projects, entering into licensing agreements, waiver of rights (including waiving pre-emptive rights, priority to capital contributions, etc.) and other transactions recognised by the Shenzhen Stock Exchange:</p> <p>1. The total assets involved in the transaction account for less than 2% of the Company's most recent audited total assets. Where the total assets involved in the transaction have both book value and valuation value, it shall be calculated on the basis of whichever is higher;</p>

Before Amendment	After Amendment
<p>2. The related operating income of the subject matter of transaction (such as equity) in the most recent fiscal year accounts, the amount of which is less than 2% of the Company's audited operating income in the most recent fiscal year, or the absolute amount of which is less than RMB30 million;</p>	<p>2. The related operating income of the subject matter of transaction (such as equity) in the most recent fiscal year accounts, the amount of which is less than 2% of the Company's audited operating income in the most recent fiscal year, or the absolute amount of which is less than RMB30 million;</p>
<p>3. The related net profit of the subject matter of transaction (such as equity) in the most recent fiscal year accounts, the amount of which is less than 2% of the Company's audited net profit in the most recent fiscal year, or the absolute amount of which is less than RMB1 million;</p>	<p>3. The related net profit of the subject matter of transaction (such as equity) in the most recent fiscal year accounts, the amount of which is less than 2% of the Company's audited net profit in the most recent fiscal year, or the absolute amount of which is less than RMB1 million;</p>
<p>4. The transaction amount (including the incurred debts and expenses) accounts for less than 2% of audited net assets of the Company of the latest period, or the absolute amount of which is less than RMB30 million;</p>	<p>4. The transaction amount (including the incurred debts and expenses) accounts for less than 2% of audited net assets of the Company of the latest period, or the absolute amount of which is less than RMB30 million;</p>
<p>5. The profit generated by the transaction accounts for less than 2% of the audited net profit of the Company in the most recent fiscal year, or the absolute amount of which is less than RMB1 million.</p>	<p>5. The profit generated by the transaction accounts for less than 2% of the audited net profit of the Company in the most recent fiscal year, or the absolute amount of which is less than RMB1 million.</p>
<p>6. Where the net assets involved in the subject of transaction (such as equity) account for less than 2% of the latest audited net assets of the Company or the absolute amount of which is less than RMB30 million, and where the net assets involved in the transaction have both book value and appraised value, whichever is higher shall be applicable.</p>	<p>6. Where the net assets involved in the subject of transaction (such as equity) account for less than 2% of the latest audited net assets of the Company or the absolute amount of which is less than RMB30 million, and where the net assets involved in the transaction have both book value and appraised value, whichever is higher shall be applicable.</p>

Before Amendment	After Amendment
Article 135	Article 135
<p>The strategy and investment committee shall consist of five directors, including at least two independent non-executive directors. The convener shall be an independent non-executive director, who shall be responsible for convening and presiding over the meetings of the committee. The main duties and responsibilities of the committee are:</p> <p>(I) studying and making recommendations on the Company's medium and long-term development plan, business objectives, industrial development direction and layout;</p> <p>(II) studying and making recommendations on the business strategies of the Company, including but not limited to product strategy, market strategy, marketing strategy, research and development strategy and talent strategy;</p> <p>(III) studying and making recommendations on major investment and financing plans which are required to be approved by the board of directors or the shareholders' general meeting in accordance with the Articles of Association;</p> <p>(IV) studying and making recommendations on major capital operation and asset management projects which are required to be approved by the board of directors or the shareholders' general meeting in accordance with the Articles of Association;</p> <p>(V) studying and making recommendations on other major matters affecting the development strategy of the Company;</p> <p>(VI) tracking and inspecting the implementation of the above matters;</p>	<p>The strategy and investment committee shall consist of three<u>five</u> directors, including at least one<u>two</u> independent non-executive directors. The convener shall be an independent non-executive director, who shall be responsible for convening and presiding over the meetings of the committee. The main duties and responsibilities of the committee are:</p> <p>(I) studying and making recommendations on the Company's medium and long-term development plan, business objectives, industrial development direction and layout;</p> <p>(II) studying and making recommendations on the business strategies of the Company, including but not limited to product strategy, market strategy, marketing strategy, research and development strategy and talent strategy;</p> <p>(III) studying and making recommendations on major investment and financing plans which are required to be approved by the board of directors or the shareholders' general meeting in accordance with the Articles of Association;</p> <p>(IV) studying and making recommendations on major capital operation and asset management projects which are required to be approved by the board of directors or the shareholders' general meeting in accordance with the Articles of Association;</p> <p>(V) studying and making recommendations on other major matters affecting the development strategy of the Company;</p> <p>(VI) tracking and inspecting the implementation of the above matters;</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Before Amendment	After Amendment
(VII) other matters required or authorised by laws, regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association.	(VII) other matters required or authorised by laws, regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association.
The above duties and responsibilities will be further detailed in the Terms of Reference of the Strategy and Investment Committee according to the actual needs of the Company.	The above duties and responsibilities will be further detailed in the Terms of Reference of the Strategy and Investment Committee according to the actual needs of the Company.
Chapter 8 Notice and Announcement	Chapter 8 Notice and Announcement
Article 174	Article 174
Notice of convening the meeting of the board of directors of the Company shall be served by hand, post, email and fax.	Notice of convening the meeting of the board of directors of the Company shall be served by <u>telephone</u> , hand, post, email and fax.

Notes:

- (1) If the serial numbering of the chapters and articles of the Articles of Association is changed due to the addition, deletion or re-arrangement of certain articles made in these amendments, the serial numbering of the Articles of Association shall be changed accordingly, including cross-references.
- (2) The Proposed Amendments to the Articles of Association are prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

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

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

Before Amendment	After Amendment
Chapter 3 Rights and Obligations of Shareholders	Chapter 3 Rights and Obligations of Shareholders
Article 8 Nomination of Directors	Article 8 Nomination of Directors
<p>(1) The board of directors, the audit and risk committee, and shareholders who individually or collectively hold 1% or more of the total number of shares of the Company shall have the right to nominate director candidates. However, the nomination of independent director candidates shall be conducted in accordance with the relevant provisions of laws, administrative regulations, and departmental rules.</p> <p>The board of directors and shareholders who individually or collectively hold 1% or more of the issued shares of the Company may nominate independent director candidates, who shall be elected by the shareholders' general meeting. The nominator shall not nominate any person who has an interest relationship with the nominator or any other person who has a close relationship that may affect the independent performance of duties as an independent director candidate. Investor protection institutions established in accordance with the law may publicly request shareholders to entrust them to exercise the right to nominate independent directors on their behalf.</p>	<p>(1) The board of directors, the audit and risk committee, and shareholders who individually or collectively hold 1% or more of the total number of shares of the Company shall have the right to nominate director candidates. However, the nomination of independent director candidates shall be conducted in accordance with the relevant provisions of laws, administrative regulations, and departmental rules.</p> <p>The board of directors and shareholders who individually or collectively hold 1% or more of the issued shares of the Company may nominate independent director candidates, who shall be elected by the shareholders' general meeting. The nominator shall not nominate any person who has an interest relationship with the nominator or any other person who has a close relationship that may affect the independent performance of duties as an independent director candidate. Investor protection institutions established in accordance with the law may publicly request shareholders to entrust them to exercise the right to nominate independent directors on their behalf.</p>

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

Before Amendment	After Amendment
<p>(2) When the shareholders' general meeting votes on the election of directors, the cumulative voting system may be adopted in accordance with the provisions of the Company's articles of association or the resolution of the shareholders' general meeting. Where a single shareholder and its concerted parties hold 30% or more of the equity interests in the Company, or where the shareholders' general meeting elects two or more independent directors, the cumulative voting system shall be adopted. Except when directors are elected through the cumulative voting system, each director candidate shall be proposed as a separate proposal, and the proposal submission procedures shall comply with the relevant provisions of article 7 of these Rules.</p> <p>.....</p>	<p>(2) When the shareholders' general meeting votes on the election of directors, the cumulative voting system may be implemented in accordance with the provisions of the Company's articles of association or a resolution of the shareholders' general meeting. Where a single shareholder and its concerted parties hold 30% or more of the equity interests in the Company, <u>and the shareholders' general meeting elects two or more non-independent directors</u>, or where the shareholders' general meeting elects two or more independent directors, the cumulative voting system shall be adopted. Except when directors are elected through the cumulative voting system, each director candidate shall be proposed as a separate proposal. The procedures for submitting such proposals shall comply with the relevant provisions of Article 7 of these Rules.</p> <p>.....</p>

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

Before Amendment	After Amendment
Chapter 5 Convening and Proceedings of the Shareholders' General Meeting	Chapter 5 Convening and Proceedings of the Shareholders' General Meeting
Article 16 Convening of Extraordinary General Meeting	Article 16 Convening of Extraordinary General Meeting
<p>In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the occurrence date of the fact:</p> <p>(I) When the number of directors falls short of the number required by the Company Law or is less than 2/3 of the number as stipulated in the Articles of Association, i.e. less than 6 directors;</p> <p>(II) When the Company's unrecovered losses reach 1/3 of the total share capital;</p> <p>(III) When the shareholders who hold 10% or more of the shares of the Company, individually or in aggregate, request to convene;</p> <p>(IV) When the board of directors deems it necessary;</p> <p>(V) When the audit and risk committee proposes to convene;</p> <p>(VI) When a majority of the independent non-executive directors proposes to convene;</p> <p>(VII) Other circumstances as stipulated in laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed or the Articles of Association.</p> <p>.....</p>	<p>In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the occurrence date of the fact:</p> <p>(I) When the number of directors falls short of the number required by the Company Law or is less than 2/3 of the number as stipulated in the Articles of Association, i.e. less than 6 directors;</p> <p>(II) When the Company's unrecovered losses reach 1/3 of the total share capital;</p> <p>(III) When the shareholders who hold 10% or more of the shares of the Company, individually or in aggregate, request to convene;</p> <p>(IV) When the board of directors deems it necessary;</p> <p>(V) When the audit and risk committee proposes to convene;</p> <p>(VI) When a majority of the independent non-executive directors proposes to convene;</p> <p>(VII) Other circumstances as stipulated in laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed or the Articles of Association.</p> <p>.....</p>

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

Before Amendment	After Amendment
Article 25 Attendance at Meetings and Proxies	Article 25 Attendance at Meetings and Proxies
<p>(1) A shareholder may attend the shareholders' general meeting in person or may appoint a proxy to attend and vote on his/her behalf. The proxy appointed by a shareholder may, in accordance with the shareholder's authorization, exercise the shareholder's right to speak at the shareholders' general meeting. Where an individual shareholder attends the meeting in person, he/she shall present his/her identity card or other valid documents or certificates that can prove his/her identity. Where a proxy attends the meeting on behalf of another shareholder, the proxy shall present his/her own valid identity document, the shareholder's power of attorney, and the share account card. Where a corporate shareholder attends the meeting, it shall be represented by its legal representative or by a proxy appointed by its legal representative. Where the legal representative attends the meeting in person, he/she shall present his/her identity card and valid documents proving his/her qualification as the legal representative. Where a proxy is appointed to attend the meeting, the proxy shall present his/her own identity card and the written power of attorney duly issued by the legal representative of the corporate shareholder.</p> <p>.....</p>	<p>(1) A shareholder may attend the shareholders' general meeting in person or may appoint a proxy to attend and vote on his/her behalf. The proxy appointed by a shareholder may, in accordance with the shareholder's authorization, exercise the shareholder's right to speak at the shareholders' general meeting. Where an individual shareholder attends the meeting in person, he/she shall present his/her identity card or other valid documents or certificates that can prove his/her identity. Where a proxy attends the meeting on behalf of another shareholder, the proxy shall present his/her own valid identity document,<u>and</u> the shareholder's power of attorney,and the share account card. Where a corporate shareholder attends the meeting, it shall be represented by its legal representative or by a proxy appointed by its legal representative. Where the legal representative attends the meeting in person, he/she shall present his/her identity card and valid documents proving his/her qualification as the legal representative. Where a proxy is appointed to attend the meeting, the proxy shall present his/her own identity card and the written power of attorney duly issued by the legal representative of the corporate shareholder.</p> <p>.....</p>

COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR THE BOARD OF DIRECTORS

Before Amendment	After Amendment
Article 5 Election	Article 5 Election
<p>Directors shall be elected and replaced by the shareholders' general meeting. The list of director candidates shall be submitted to the shareholders' general meeting for voting in the form of proposals.</p> <p>.....</p> <p>When the shareholders' general meeting deliberates on the proposal for the appointment of a director candidate, the director candidate shall personally attend the meeting and make explanations on the following matters: his/her qualifications for the position, professional competence, professional experience, any violations of laws or regulations, any actual or potential conflicts of interest with the Company, and his/her relationships with the Company's controlling shareholder, de facto controller, other directors and senior management.</p>	<p>Directors shall be elected and replaced by the shareholders' general meeting. The list of director candidates shall be submitted to the shareholders' general meeting for voting in the form of proposals.</p> <p>.....</p> <p>When the shareholders' general meeting <u>or other competent authorities such as the meeting of employee representatives</u> deliberates on the proposal for the appointment of a director candidate, the director candidate shall personally attend the meeting and make explanations regarding the following matters: his/her qualifications for the position, professional competence, professional experience, any violations of laws or regulations, whether there exists any conflict of interest with the Company, and his/her relationships with the Company's controlling shareholder, de facto controller, other directors and senior management.</p>
Article 18 Independent Directors	Article 18 Independent Directors
<p>The Company implements working rules for independent directors. An independent director refers to a director who does not hold any position in the Company other than that of a director, and who has no direct or indirect interest relationship with the Company, its major shareholders or de facto controller, nor any other relationship that may affect his/her independent and objective judgment.</p>	<p>The Company implements working rules for independent directors. An independent director refers to a director who does not hold any position in the Company other than that of a director, and who has no direct or indirect interest relationship with the Company, its major shareholders or de facto controller, nor any other relationship that may affect his/her independent and objective judgment.</p>

Before Amendment	After Amendment
<p>In principle, an independent director shall obtain the qualification certificate for independent directors recognized by the China Securities Regulatory Commission (CSRC) before being nominated. Where such certificate has not yet been obtained, the candidate shall make a written undertaking to attend the most recent independent director training and obtain the qualification certificate for independent directors recognized by the Shenzhen Stock Exchange, and such undertaking shall be publicly disclosed. The functions and powers of independent directors shall be exercised in accordance with the relevant provisions of laws, administrative regulations and departmental rules.</p>	<p>In principle, an independent director shall obtain the qualification certificate for independent directors recognized by the China Securities Regulatory Commission (CSRC) before being nominated. Where such certificate has not yet been obtained, the candidate shall make a written undertaking to attend the most recent independent director training and obtain the qualification certificate for independent directors recognized by the Shenzhen Stock Exchange, and such undertaking shall be publicly disclosed. The functions and powers of independent directors shall be exercised in accordance with the relevant provisions of laws, administrative regulations and departmental rules.</p>
Article 20 Composition	Article 20 Composition
<p>The board of directors shall comprise 8 directors, and the number of independent non-executive directors shall account for more than 1/3 of the total and shall not be less than three, and shall include at least one accounting professional.</p>	<p>The board of directors shall comprise 8 directors, and the number of independent non-executive directors shall account for more than 1/3 of the total and shall not be less than three, and shall include at least one accounting professional.</p>
Article 36 Voting at Meetings	Article 36 Voting at Meetings
<p>Each proposal shall be put to a vote by the chairman of the meeting in due course after it has been fully discussed.</p> <p>Each director shall have one vote.</p> <p>Voting on board resolutions shall be conducted by show of hands or by registered poll.</p> <p>.....</p>	<p>Each proposal shall be put to a vote by the chairman of the meeting in due course after it has been fully discussed.</p> <p>Each director shall have one vote.</p> <p>Voting on board resolutions shall be conducted by show of hands, registered poll, <u>correspondence voting or other methods permitted by laws and regulations.</u></p> <p>.....</p>

**APPENDIX V ILLUSTRATION ON THE ADOPTION OF CUMULATIVE VOTING SYSTEM
IN THE ELECTION OF DIRECTORS (EXCLUDING INDEPENDENT NON-
EXECUTIVE DIRECTORS) AND INDEPENDENT NON-EXECUTIVE DIRECTORS**

- I. The election of directors (excluding independent non-executive directors) and the election of independent non-executive Directors from respective candidates at the general meeting will be respectively numbered as separate groups of resolutions. Shareholders shall vote on each candidate under each group of resolutions.

- II. The number of shares declared shall represent the votes to be cast for the elections. For each group of resolutions, the total number of votes to which a shareholder is entitled for each share held by himself/herself shall be equal to the number of directors to be elected under that particular group of resolutions. If a shareholder holds 100 shares of a listed company, and there are 10 directors to be elected at the general meeting with 10 candidates taking part in the election of directors, such shareholder shall be entitled to a total number of 1,000 votes in respect of that particular group of resolutions on the election of directors.

- III. Voting of shareholders shall be confined to the number of votes to which he/she is entitled in respect of each group of resolutions. Shareholders may cast their votes at their own discretion by casting his/her votes on one candidate or on different candidates in any combination. Upon completion of the voting, the votes will be counted cumulatively in respect of each of the resolutions.

- IV. Illustration:

A listed company convenes a general meeting for the election of members of the board of directors by way of cumulative voting system, and there are 5 candidates to be elected for 5 positions as directors (excluding independent non-executive directors), and 2 candidates for 2 positions as independent non-executive directors. The matters required to be voted by poll are as follows:

Resolutions effected by cumulative voting		
4.00	Resolution on the election of directors (excluding independent non-executive directors)	Number of votes
4.01	e.g. CHEN ××	
4.02	e.g. ZHAO ××	
4.03	e.g. JIANG ××	
.....		
4.05	e.g. SONG ××	
5.00	Resolution on the election of independent non-executive directors	Number of votes
5.01	e.g. ZHANG ××	
5.02	e.g. WANG ××	

**APPENDIX V ILLUSTRATION ON THE ADOPTION OF CUMULATIVE VOTING SYSTEM
IN THE ELECTION OF DIRECTORS (EXCLUDING INDEPENDENT NON-
EXECUTIVE DIRECTORS) AND INDEPENDENT NON-EXECUTIVE DIRECTORS**

If an investor holds 100 shares in the company on the record date, under cumulative voting system, he/she will be entitled to 500 votes for resolution No. 4.00 titled “Resolution on the election of directors (excluding independent non-executive directors)” and 200 votes for resolution No. 5.00 titled “Resolution on the election of independent non-executive directors”.

Such investor may cast a maximum of 500 votes on resolution No. 4.00 at his/her own discretion in favour of one candidate or different candidates in any combination.

As shown in the table below:

No	Name of Resolution	Number of votes			
		Method 1	Method 2	Method 3	Method...
4.00	Resolution on the election of directors (excluding independent non-executive directors)	–	–	–	–
4.01	e.g. CHEN ××	500	100	100	
4.02	e.g. ZHAO ××	0	100	50	
4.03	e.g. JIANG ××	0	100	200	
.....					
4.05	e.g. SONG ××	0	100	50	

NOTICE OF THE EGM

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TIANQI LITHIUM

Tianqi Lithium Corporation

天齊鋰業股份有限公司

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

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of Tianqi Lithium Corporation (the “Company”) will be held at the conference room on the 2nd floor at the headquarters of Tianqi Lithium at No. 166, Hongliang West 1st Street, Tianfu New Area, Chengdu, Sichuan, the PRC at 2:45 p.m. on Tuesday, 28 April 2026 for considering and, if thought fit, passing, the following resolutions:

BY WAY OF ORDINARY RESOLUTIONS (CUMULATIVE VOTING):

1. To consider and approve the proposal in relation to the re-election of the Board and election of non-independent directors of the 7th session of the board of directors:
 - 1.1 To elect Ms. Jiang Anqi as a non-independent director of the 7th session of the board of directors
 - 1.2 To elect Mr. Jiang Weiping as a non-independent director of the 7th session of the board of directors
 - 1.3 To elect Mr. Ha, Frank Chun Shing as a non-independent director of the 7th session of the board of directors
2. To consider and approve the proposal in relation to the re-election of the Board and the election of independent directors of the 7th session of the board of directors, including the following:
 - 2.1 To elect Mr. Chau Siu Lun as an independent director of the 7th session of the board of directors
 - 2.2 To elect Ms. Li Yuedong as an independent director of the 7th session of the board of directors

NOTICE OF THE EGM

- 2.3 To elect Mr. Zhang Yanqing as an independent director of the 7th session of the board of directors

BY WAY OF SPECIAL RESOLUTIONS (NON-CUMULATIVE VOTING):

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

Unless otherwise defined, the terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 10 April 2026 containing details of the above resolutions.

By Order of the Board
Tianqi Lithium Corporation
Jiang Anqi

Chairlady of the Board and Executive Director

Hong Kong, 10 April 2026

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

NOTICE OF THE EGM

Notes:

- (1) Pursuant to Rule 13.39(4) of the Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, votes of the shareholder(s) at the EGM shall be taken by poll.
- (2) Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf at the EGM. A proxy need not be a Shareholder. Shareholders shall have one vote for each share that they hold.

The resolutions relating to the election of non-independent directors and independent directors of the seventh session of the Board are ordinary resolutions, which shall be passed by more than half of the total number of shares carrying voting rights held by the Shareholders attending the EGM. Cumulative voting system will be adopted for such resolutions, that is, each share held by a Shareholder shall carry voting rights equal to the number of directors to be elected, and the voting rights of Shareholders may be exercised collectively and concentrated on one or more candidates. Details of the voting arrangements for the election of directors (excluding independent non-executive directors) and independent non-executive directors by way of cumulative voting system are set out in Appendix V to the circular of the Company dated 10 April 2026.

- (3) In order to determine the holders of H shares of the Company (the “**H Share(s)**”) who are entitled to attend the EGM, the H Share registers of members of the Company shall be closed from Thursday, 23 April 2026 to Tuesday, 28 April 2026 (both days inclusive), during which no transfer of H Shares will be registered. Holders of H Shares whose names appear on the H Share registers of members on Thursday, 23 April 2026 are entitled to attend the EGM.

In order to be entitled to attend and vote at the EGM, holders of H Shares whose transfers have not been registered shall lodge the transfer documents together with the relevant H Share certificates at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 22 April 2026.

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

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

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