THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 REPURCHASE AND CANCELLATION OF PART OF THE RESTRICTED A SHARES UNDER THE 2024 A SHARE RESTRICTED SHARE INCENTIVE SCHEME
PROPOSAL FOR REDUCTION OF REGISTERED SHARE CAPITAL AND 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
PROPOSAL FOR AMENDMENTS TO THE WORKING RULES FOR INDEPENDENT DIRECTORS
PROPOSAL FOR AMENDMENTS TO THE DIRECTOR AND SENIOR MANAGEMENT REMUNERATION MANAGEMENT POLICY
PROPOSAL FOR AMENDMENTS TO THE RELATED-PARTY TRANSACTION DECISION-MAKING POLICY
PROPOSAL FOR FORMULATION OF DIRECTORS' REMUNERATION SCHEME
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Capitalized terms used in this cover shall have the same meanings 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 2:50 p.m. on Monday, 29 June 2026 is set out on pages 67 to 69 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon and return it to the Company's H Share Registrar, Computershare 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 the EGM will not preclude you from attending the EGM and voting in person if you so wish.

5 June 2026

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

"A Share(s)"	the domestic listed share(s) in the ordinary share capital of the Company with a par value of RMB1.00 each, listed on the SZSE (stock code: 002466), and traded in RMB
"A Shareholder(s)"	the holder(s) of A Share(s)
"Articles of Association"	the articles of association of the Company, as amended from time to time
"Board" or "Board of Directors"	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
"CSRC"	the China Securities Regulatory Commission (中國證券監督管理委員會)
"Director(s)"	the director(s) of the Company
"Director and Senior Management Remuneration Management Policy"	Director and Senior Management Remuneration Management Policy of Tianqi Lithium Corporation
"EGM"	the extraordinary general meeting of the Company to be held at 2:50 p.m. on Monday, 29 June 2026 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 and any adjournment thereof
"Group"	the Company and its subsidiaries

"H Share(s)"	the overseas listed 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
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Director" or "Independent Non-executive Director"	the independent non-executive director of the Company
"Latest Practicable Date"	3 June 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules" or "Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"RMB"	Renminbi, the lawful currency of the PRC
"Related-party Transaction Decision-Making Policy"	Related-party Transaction Decision-Making Policy of Tianqi Lithium Corporation
"Rules of Procedures for the Board of Directors"	Rules of Procedures for the Board of Directors of Tianqi Lithium Corporation
"Rules of Procedures for the Shareholders' General Meeting"	Rules of Procedures for the Shareholders' General Meeting of Tianqi Lithium Corporation
"Securities Law"	the Securities Law of the PRC (中華人民共和國證券法)
"SEHK" or "Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Share(s)"	A Share(s) and H Share(s)
"Shareholder(s)"	the holder(s) of the Share(s), including A Shareholder(s) and H Shareholder(s)

"SZSE"	Shenzhen Stock Exchange
"SZSE Listing Rules"	the Rules Governing the Listing of Securities on The Shenzhen Stock Exchange
"Working Rules for Independent Directors"	Working Rules for Independent Directors of Tianqi Lithium Corporation
"%"	percent

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

Registered office:
North of 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
the PRC

Principal place of business in Hong Kong:
31/F Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

5 June 2026

To the Shareholders

Dear Sir or Madam,

PROPOSAL FOR REPURCHASE AND CANCELLATION OF PART OF THE RESTRICTED A SHARES UNDER THE 2024 A SHARE RESTRICTED SHARE INCENTIVE SCHEME
PROPOSAL FOR REDUCTION OF REGISTERED SHARE CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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PROPOSAL FOR FORMULATION OF DIRECTORS' REMUNERATION SCHEME
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 certain special resolutions and ordinary resolutions proposed for voting at the EGM.

2. PROPOSAL FOR REPURCHASE AND CANCELLATION OF PART OF THE RESTRICTED A SHARES UNDER THE 2024 A SHARE RESTRICTED SHARE INCENTIVE SCHEME

At the 32nd meeting of the 6th session of the Board held on 27 April 2026, the Board considered and approved the Proposal to Repurchase and Cancel Certain Restricted Shares under the 2024 A Share Restricted Share Incentive Scheme. Specifically, the Board approved the repurchase and cancellation of restricted Shares that have not satisfied the Company's performance appraisal targets as well as restricted Shares granted but not yet unlocked for 4 resigned incentive grantees under the Company's 2024 A Share restricted share incentive scheme (the "**2024 A Share Restricted Share Incentive Scheme**" or the "**Scheme**"), totaling 113,113 Shares. The Board proposes to seek authorization from the Shareholders at the EGM to authorize the Board and further authorize the legal representative of the Company or an authorized agent designated by her/him to handle matters relating to the cancellation of such Shares.

(1) REASONS, QUANTITY, PRICE AND SOURCE OF FUNDS FOR THE REPURCHASE AND CANCELLATION OF PART OF THE RESTRICTED SHARES

A. Reasons for the Repurchase and Cancellation

1. The performance appraisal requirements at the Company level of 2025 were not fully satisfied

In accordance with the 2024 A Share Restricted Share Incentive Scheme, the performance appraisal objectives at the Company level for the first unlocking period is that the EBITDA for the year 2025 shall not be less than RMB4.38 billion, and sales volume of lithium compounds and derivatives shall not be lower than that in year 2024.

Based on the completion of the performance appraisal objectives at the Company level in each appraisal year (completion rate of the performance indicators S = actual performance/performance appraisal objectives in each appraisal year), the Company determines the proportion of the unlocking at the Company level according to the following table:

Completion rate of the performance indicators S (actual performance/target performance of the Company)	**≥100%**	**80%≤S＜100%**	**＜80%**
Percentage of the overall unlocking of the Company	100%	S	0

During the unlocking period, the Company shall proceed with unlocking for the incentive participants who have satisfied unlocking conditions. If the Company's EBITDA and sales volume of the current period both reach the aforementioned performance objectives during the respective unlocking periods, the restricted Shares will be unlocked at a rate of 100%. If both the EBITDA and sales objectives are met at a level of 80% or above but do not reach 100%, the unlocking rate will be based on the average achievement level for that period. If both the EBITDA and sales objectives are not met at 80%, all restricted Shares eligible for unlocking for all incentive participants will remain locked, and the Company will repurchase and cancel them in accordance with the principles specified in the Scheme.

Based on the Company's audited financial statements for the year 2025, the Company achieved EBITDA of RMB5,311 million in 2025, with a completion rate of 121.26% for the EBITDA indicator, corresponding to an unlocking ratio of 100%. In addition, according to the Company's 2025 Annual Report, the sales volume of lithium compounds and derivatives of the Company in 2025 was 86,715.65 tons, lower than the sales volume of lithium compounds and derivatives of 102,803.71 tons in 2024. The completion rate of the sales volume indicator of lithium compounds and derivatives was 84.35%, corresponding to an unlocking ratio of 84.35%. To sum up, the unlocking ratio of the performance appraisal indicators at the Company level for the first unlocking period is 92.18%, the average of the above two corresponding unlocking ratios.

Therefore, in accordance with the 2024 A Share Restricted Share Incentive Scheme, the Measures for the Implementation and Appraisal of the Company's 2024 A Share Restricted Share Incentive Scheme and relevant laws and regulations, the Company intends to repurchase and cancel 7,882 restricted Shares that are not eligible for unlocking in the first unlocking period for 20 incentive participants as the Company-level performance appraisal indicators were not fully satisfied.

2. *Four former incentive participants of the Company have resigned and do not meet the unlocking conditions*

In accordance with Clause (2) of Article 2 of Chapter XIII "Measures for Dealing with Changes to the Company or Incentive Participants" of the 2024 A Share Restricted Share Incentive Scheme, if an incentive participant's contract expires and is not renewed or resigns voluntarily, the unlocked Shares held by such participant shall remain unchanged, and the restricted Shares that have been granted but not yet unlocked shall not be unlocked, and shall be repurchased and cancelled by the Company at the grant price. As of 27 April 2026, four former incentive participants have resigned, involving a total of 105,231 restricted Shares that have been granted but not yet unlocked.

B. Quantity and Type of Shares to be Repurchased and Cancelled

In accordance with the 2024 A Share Restricted Share Incentive Scheme, the Company intends to repurchase and cancel (i) 7,882 restricted Shares that are not eligible for unlocking in the first unlocking period for 20 incentive participants as the Company-level performance appraisal indicators were not fully satisfied, and (ii) 105,231 restricted Shares that have been granted but not yet unlocked for four resigned incentive participants, totaling 113,113 Shares, all of which are ordinary RMB Shares.

Therefore, upon completion of the repurchase and cancellation of such restricted Shares, the total number of Shares of the Company will be reduced from 1,706,244,983 Shares to 1,706,131,870 Shares.

C. Repurchase Price

In accordance with the provisions of the 2024 A Share Restricted Share Incentive Scheme, where the Company repurchases and cancels restricted Shares in accordance with the provisions of the Scheme, unless otherwise stipulated in the Scheme, the repurchase price shall be the grant price. The grant price of the restricted Shares granted in the initial grant under the Scheme is RMB16.71 per Share. Therefore, the repurchase price for such restricted Shares is RMB16.71 per Share.

D. Source of Funds for the Repurchase and Cancellation

Based on the above repurchase price, the total repurchase payment to be made by the Company in respect of the repurchase of such restricted Shares is RMB1,890,118.23, all of which are the Company's own funds.

(2) CHANGES IN THE COMPANY'S SHARE CAPITAL STRUCTURE UPON COMPLETION OF THE UNLOCKING, REPURCHASE AND CANCELLATION OF SHARES

Upon completion of the cancellation of the repurchased Shares, the total share capital of the Company will be reduced from 1,706,244,983 Shares to 1,706,131,870 Shares. The changes in the Company's share capital structure upon completion of the unlocking, repurchase and cancellation of the Shares are set forth below:

	Before the Change		Change in	After the Change	
Class of Shares	Number of Shares (Shares)	Proportion (%)	Number of Shares (Shares)	Number of Shares (Shares)	Proportion (%)
(1) **RMB Ordinary Shares traded in (A Shares)**	1,477,072,783	86.57	-113,113	1,476,959,670	86.57
Restricted Tradable Shares	1,474,633	0.09	-206,071	1,268,562	0.07
Unrestricted Tradable Shares	1,475,598,150	86.48	92,958	1,475,691,108	86.49
(2) **Overseas Listed Foreign Shares (H Shares)**	229,172,200	13.43	—	229,172,200	13.43
(3) **Total Share Capital**	1,706,244,983	100.00	-113,113	1,706,131,870	100.00

Note: The number of shares before the change in the above table reflects the share capital structure as of the date the Board considered the proposal for repurchase and cancellation of part of the restricted A Shares under the 2024 A Share Restricted Share Incentive Scheme; it does not include changes in H shares arising from the conversion of the convertible corporate bonds issued by the Company in February 2026, or the shares that became eligible for unlocking and were tradable upon the unlocking for the first lock-up period under the 2024 A Share Restricted Share Incentive Scheme, which was completed in May 2026.

(3) IMPACT OF THE UNLOCKING AND CANCELLATION ON THE COMPANY'S PERFORMANCE

The repurchase and cancellation will not have a material impact on the Company's finance, operations, research and development, debt performance capacity, etc., and will not result in any change in the Company's control. Upon cancellation of part of the repurchased Shares, the Company's shareholding distribution remains in compliance with the listing conditions and will not affect the Company's listing status.

The proposal for repurchase and cancellation of part of the restricted A Shares under the 2024 A Share Restricted Share Incentive Scheme were reviewed and approved by the Board on 3 June 2026 and are subject to the approval of Shareholders at the EGM by way of special resolution, and shall take effect upon such approval.

3. PROPOSAL FOR REDUCTION OF REGISTERED SHARE CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reduction of Registered Share Capital

At the 32nd meeting of the 6th session of the Board held on 27 April 2026, the Board considered and approved the Proposal to Repurchase and Cancel Certain Restricted Shares under the 2024 A Share Restricted Share Incentive Scheme. Specifically, the Board approved the repurchase and cancellation of restricted Shares that have not satisfied the Company's performance appraisal targets as well as restricted Shares granted but not yet unlocked for 4 resigned incentive grantees under the Company's 2024 A Share Restricted Share Incentive Scheme, totaling 113,113 Shares. The Board proposes to seek authorization from the Shareholders at the EGM to authorize the Board and further authorize the legal representative of the Company or an authorized agent designated by her/him to handle matters relating to the cancellation of such Shares.

Upon approval of the proposal for repurchase and cancellation of such restricted shares by the Shareholders at the EGM, the Company will handle the relevant matters relating to the repurchase and cancellation of the abovementioned 113,113 Shares at the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited. Upon the completion of the cancellation, the number of A Shares of the Company will be reduced from 1,477,072,783 Shares to 1,476,959,670 Shares, and the total number of Shares will be reduced from 1,706,244,983 Shares to 1,706,131,870 Shares. The registered capital of the Company will be reduced from RMB1,706,244,983 to RMB1,706,131,870 (the above data do not yet include Shares converted from the convertible corporate bonds issued by the Company in February 2026; such Shares will be dealt with together with the procedures for the increase in registered capital and amendments to the Articles of Association upon the expiry of the conversion period of the convertible corporate bonds).

In view of the proposed reduction of the registered capital of the Company from RMB1,706,244,983 to RMB1,706,131,870, the Company proposes to amend the Articles of Association accordingly.

Amendments to the Articles of Association

In addition to the amendments to the Articles of Association arising from the reduction of the registered capital as described above, in view of the matters described below, the Board proposes to amend the existing Articles of Association and adopt a new set of Articles of Association to replace the existing Articles of Association (the "**Proposed Amendments**").

The Board proposes to amend the Articles of Association to (among other things): (i) update the Articles of Association and align them with relevant regulatory requirements, including the Code of Corporate Governance for Listed Companies and the Regulatory Rules on Board Secretaries of Listed Companies formulated and issued by the CSRC, and the SZSE Listing Rules and the Self-Regulatory Guidelines for Listed Companies on the Shenzhen Stock Exchange No. 1 — Standard Operations for Main Board Listed Companies formulated and issued by the SZSE; and (ii) align the Articles of Association more closely with the actual circumstances and needs of the Company.

After the Proposed Amendments take effect, the Company will continue to comply with the Listing Rules by complying with PRC laws and utilizing the Articles of Association to satisfy the core shareholder protection standards set out in Appendix A1 of the Listing Rules, and will further monitor ongoing compliance with the above rules.

The Company's legal advisors on Hong Kong law and PRC law have each confirmed that the Proposed Amendments comply with the Listing Rules and applicable PRC laws. The Company also confirms that for a company incorporated in the PRC and listed on SEHK, there is nothing unusual about the Proposed Amendments. The Board believes that the Proposed Amendments will not materially affect the rights of Shareholders and will not have any adverse effect on the Company's business operations, and are in the overall interests of the Company and its Shareholders.

Details of the Proposed Amendments are set out in Appendix I to this circular.

The Proposed Amendments were reviewed and approved by the Board on 3 June 2026 and are subject to the approval of Shareholders at the EGM by way of special resolution, and shall take effect upon such approval.

4. PROPOSAL FOR AMENDMENTS TO CERTAIN INTERNAL MANAGEMENT POLICIES OF THE COMPANY

In order to further promote the Company's standardized operations and satisfy relevant regulatory requirements, in accordance with the relevant regulatory requirements including the Code of Corporate Governance for Listed Companies and the Regulatory Rules on Board Secretaries of Listed Companies formulated and issued by the CSRC, and the SZSE Listing Rules and the Self-Regulatory Guidelines for Listed Companies on the Shenzhen Stock Exchange No. 1 — Standard Operations for Main Board Listed Companies formulated and issued by the SZSE, and based on the provisions of the new Articles of Association and the actual circumstances of the Company, the Company proposes to amend the Rules of Procedures for the Shareholders' General Meeting, the Rules of Procedures for the Board of Directors, the Working Rules for Independent Directors, the Director and Senior Management Remuneration Management Policy and the Related-party Transaction Decision-Making Policy (collectively as the "**Certain Internal Management Policies**").

Details of the proposed amendments to Certain Internal Management Policies are set out in Appendices II to VI of this circular.

The proposed amendments to Certain Internal Management Policies were reviewed and approved by the Board on 3 June 2026 and are subject to the approval of Shareholders at the EGM by way of certain special resolutions and ordinary resolutions, and shall take effect upon such approval.

5. PROPOSAL FOR FORMULATION OF DIRECTORS' REMUNERATION SCHEME

In order to reasonably and fully leverage the statutory functions of the Company's Directors, establish and improve the incentive and restraint mechanism for management personnel, and promote further improvement in the quality and level of corporate governance, the Remuneration Scheme (the "**Scheme**") has been formulated in accordance with applicable laws and regulations including the Code of Corporate Governance for Listed Companies and the Articles of Association, the Working Rules for the Remuneration and Appraisal Committee of the Board of Directors and the Director and Senior Management Remuneration Management Policy, taking into account the actual circumstances of the Company's stage of development and strategic objectives, and with reference to the remuneration levels of comparable listed companies.

(1) Scope of Application

The Scheme applies to all directors of the Company.

Directors refer to all current members of the Board of Directors during the implementation period of the Scheme. The Board of Directors consists of executive Directors, non-executive Directors and Independent Non-executive Directors. Executive Directors include directors who serve as senior management of the Company and those who do not.

(2) Duration of Application

For the period from 1 January 2026 to 31 December 2026.

(3) Remuneration Standards

Different remuneration standards shall be determined based on the Directors' duties, nature of work, working hours and responsibilities, risks and pressures assumed, as well as the remuneration levels of comparable positions at similar listed companies.

A. Independent Non-executive Directors

Independent Directors shall receive fixed annual remuneration, distributed in equal monthly installments.

Independent Directors do not participate in the Company's internal performance appraisals that are linked to remuneration; the evaluation of their performance of duties is conducted through methods such as self-evaluation and peer evaluation.

The annual remuneration standards for Independent Directors are as follows (unit: RMB ten thousand/year):

Position	**Fixed Remuneration**
Independent Director	41.70

Independent Directors shall be entitled to reimbursement by the Company for travel expenses or subsidies for attending mandatory training sessions, attending Board meetings and shareholders' general meetings of the Company, as well as reasonable expenses necessary for exercising their duties in accordance with the Articles of Association and relevant laws and regulations based on actual expenses incurred.

B. Executive Directors

(1) Executive Directors who serve as senior management of the Company

Based on the provisions of appointment contracts or employment contracts, Directors who also serve as senior management of the Company shall receive, in addition to annual target remuneration for senior management in accordance with the Company's Senior Management Remuneration Scheme, Directors' remuneration.

The remuneration of executive Directors who serve as senior management of the Company comprises basic remuneration, performance-based remuneration and medium-to-long term incentive income, among others, of which the ratio of basic remuneration to performance based remuneration is 1:1. The remuneration standard for Directors serving as senior management of the Company is RMB237,000 per year, of which the ratio of basic remuneration to performance-based remuneration is 1:1. The annual performance appraisal period is each financial year. After the end of the annual performance appraisal period, the Remuneration and Appraisal Committee of the Board shall, based on information including the Company's achievement of its annual performance targets, complete the appraisal of the previous year's performance of duties of the executive Directors who serve as senior management of the Company and confirm the appraisal results. A certain proportion of the performance-based remuneration shall be paid after the disclosure of the annual report and the performance evaluation, and the annual performance evaluation shall be carried out on the basis of the Company's audited financial data.

(2) Executive Directors who do not serve as senior management of the Company

The remuneration of executive Directors who do not serve as senior management of the Company comprises basic remuneration, performance-based remuneration and medium-to-long-term incentive income, among others, of which the ratio of basic remuneration to performance-based remuneration is 1:1. The annual performance appraisal period is each financial year. After the end of the annual performance appraisal period, the Remuneration and Appraisal Committee of the Board shall, based on information including the Company's achievement of its annual performance targets, complete the appraisal of the previous year's performance of duties of the executive Directors who do not serve as senior management of the Company and confirm the appraisal results. A certain proportion of the performance-based remuneration shall be paid after the disclosure of the annual report and the performance evaluation, and the annual performance evaluation shall be carried out on the basis of the Company's audited financial data.

Where Directors cease to act as Directors due to reasons such as change of session, re-election or resignation during their tenure, remuneration shall be calculated based on their actual tenure and distributed accordingly.

The proposal for adjustment of Directors' remuneration was reviewed and approved by the Board on 3 June 2026 and will be submitted to the Shareholders for consideration and approval at the EGM by way of ordinary resolution.

6. EGM ARRANGEMENTS

The Company will convene the EGM for Shareholders to consider and, if thought fit, approve the relevant resolutions referred to above. Details of the EGM and the resolutions to be considered at the EGM are set out in the notice of the EGM dated 5 June 2026.

Holders of H Shares whose names appear on the register of members of the Company on Wednesday, 24 June 2026 will be entitled to attend the EGM upon completion of the necessary registration procedures. The H Shares register of members of the Company will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026, both days inclusive, during which period no transfer of H Shares will be effected.

Where applicable, holders of the H Shares intending to attend the EGM are therefore required to lodge their respective instrument(s) of transfer and the relevant 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 Tuesday, 23 June 2026.

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. 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.

Director Mr. Ha, Frank Chun Shing (holding 82,664 Shares) is required to abstain from voting on resolution of the proposal for formulation of Directors' remuneration scheme of the Company (i.e., Resolution No. 6) at the EGM. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save as disclosed above, no any other Shareholder is 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 the relevant 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

COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF TIANQI LITHIUM CORPORATION

Before Amendment	After Amendment
Chapter 1 General Provisions	**Chapter 1 General Provisions**
Article 6	**Article 6**
The registered capital of the Company is RMB1,706,244,983.	The registered capital of the Company is RMB~~1,706,244,983~~1,706,131,870.
Article 20	**Article 20**
The total number of shares that the Company issued is 1,706,244,983 shares, which are all ordinary shares. Among above, 1,477,072,783 shares are domestically listed shares, representing 86.57% of the total number of ordinary shares issued by the Company; 229,172,200 shares are H shares, representing 13.43% of the total number of ordinary shares issued by the Company.	The total number of shares that the Company issued is 1,706,131,870~~1,706,244,983~~ shares, which are all ordinary shares. Among above, 1,476,959,670~~1,477,072,783~~ shares are domestically listed shares, representing 86.57% of the total number of ordinary shares issued by the Company; 229,172,200 shares are H shares, representing 13.43% of the total number of ordinary shares issued by the Company. The par value per share is RMB1.
Article 25	**Article 25**
The Company may acquire its shares in one of the following ways: (I) Purchase through open and centralised transaction; (II) Other circumstances recognized by the laws, administrative regulations and the CSRC. Where the Company acquires its own shares under the circumstances specified in items (III), (V) and (VI) of the first paragraph of Article 24 of the Articles of Association, it shall be conducted through open centralised trading.	The Company may acquire its shares in one of the following ways: (I) Purchase through open and centralised transaction; (II) Other circumstances recognized by the laws, administrative regulations and the CSRC. Where the Company acquires its own shares under the circumstances specified in items (III), (V) and (VI) of ~~the first paragraph of~~ Article 24 of the Articles of Association, it shall be conducted through open centralised trading.

Before Amendment	After Amendment
Article 26	**Article 26**
Buy-back of shares of the Company under the circumstances specified in item (I) and item (II) of the first paragraph of Article 24 of the Articles of Association shall be subject to the approval of the shareholders' general meeting. Buy-back of shares of the Company under the circumstances specified in item (III), item (V) and item (VI) of the first paragraph of Article 24 of the Articles of Association shall be resolved by a meeting of the board of directors where over two-thirds of the directors are present, in accordance with the requirements of the Articles of Association or the authorization of the shareholders' general meeting.	Buy-back of shares of the Company under the circumstances specified in item (I) and item (II) of ~~the first paragraph of~~ Article 24 of the Articles of Association shall be subject to the approval of the shareholders' general meeting. Buy-back of shares of the Company under the circumstances specified in item (III), item (V) and item (VI) of ~~the first paragraph of~~ Article 24 of the Articles of Association shall be resolved by a meeting of the board of directors where over two-thirds of the directors are present, in accordance with the requirements of the Articles of Association or the authorization of the shareholders' general meeting. .....
Article 40	**Article 40**
The controlling shareholders and de facto controllers of the Company shall comply with the following provisions: ..... The controlling shareholders and de facto controllers of the Company who do not serve as directors of the Company but actually carry out the Company's affairs shall be subject to the provisions of the Articles of Association regarding the fiduciary obligations and diligence obligations of directors.	The controlling shareholders and de facto controllers of the Company shall comply with the following provisions: ..... The controlling shareholders and de facto controllers of the Company who do not serve as directors of the Company but actually carry out the Company's affairs shall be subject to the provisions of the Articles of Association regarding the fiduciary obligations and diligence obligations of directors.

Before Amendment	After Amendment
Where a controlling shareholder or actual controller of the Company instructs directors or senior management to engage in conduct detrimental to the interests of the Company or its shareholders, such controlling shareholder or actual controller shall bear joint and several liability with such directors or senior management.	Where the controlling shareholders and de facto controllers concurrently serve as the chairperson of the board of directors and the general manager of the Company, the Company shall reasonably define the powers and functions of the board of directors and the general manager, and explain the rationality of such arrangement as well as measures to maintain the independence of the Company. Where the controlling shareholders, de facto controllers and other entities under their control engage in businesses identical or similar to those of the Company, they shall promptly disclose relevant business information, impacts on the Company and measures to prevent conflicts of interest, and shall not conduct identical or similar businesses that may cause material adverse impacts on the Company. Where a controlling shareholder or actual controller of the Company instructs directors or senior management to engage in conduct detrimental to the interests of the Company or its shareholders, such controlling shareholder or actual controller shall bear joint and several liability with such directors or senior management.

Before Amendment	After Amendment
Article 61	**Article 61**
All shareholders with ordinary shares in the register as at the date of share record or their proxies shall have the right to attend a shareholders' general meeting, and exercise voting rights pursuant to the relevant laws, regulations and the Articles of Association. A shareholder may attend and vote at the shareholders' general meeting in person or by proxy. A shareholder's proxy may exercise the shareholder's right to speak at the shareholders' general meeting in accordance with the shareholder's entrustment. If the shareholder is an accredited clearing house (or its proxy) as defined under the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong), it may, as it thinks fit, appoint one or more persons as its proxies to attend and vote at any shareholders' general meeting or meeting of creditors. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The proxy may be signed by the authorized person of the accredited clearing house. Such person so appointed may attend the meeting and exercise the rights (including the rights to speak and vote) on behalf of the accredited clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarized authorization and/or further evidences to prove the duly authorization) as if such person is an individual shareholder of the Company.	All shareholders with ordinary shares in the register as at the date of share record or their proxies shall have the right to attend a shareholders' general meeting, and exercise voting rights pursuant to the relevant laws, regulations and the Articles of Association. A shareholder may attend and vote at the shareholders' general meeting in person or by proxy. A shareholder's proxy may exercise the shareholder's right to speak at the shareholders' general meeting in accordance with the shareholder's entrustment. If the shareholder is an accredited clearing house (or its proxy) as defined under the Securities and Futures Ordinance ~~of Hong Kong~~ (Chapter 571 of the Laws of Hong Kong), it may, as it thinks fit, appoint one or more persons as its proxies to attend and vote at any shareholders' general meeting or meeting of creditors. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The proxy may be signed by the authorized person of the accredited clearing house. Such person so appointed may attend the meeting and exercise the rights (including the rights to speak and vote) on behalf of the accredited clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarized authorization and/or further evidences to prove the duly authorization) as if such person is an individual shareholder of the Company.

Before Amendment	After Amendment
Article 79	**Article 79**
Shareholders (including their proxy) shall exercise voting rights based on the number of shares with voting rights held by them, and each share shall be entitled to one vote. Where material issues affecting the interests of minority shareholders are considered at the general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.	Shareholders (including their proxy) shall exercise voting rights based on the number of shares with voting rights held by them, and each share shall be entitled to one vote. Where the following material issues affecting the interests of minority shareholders are considered at the general meeting, the voting results of shareholders other than the Company's directors, senior management, and shareholders individually or jointly holding more than 5% of the Company's shares shall be counted separately and disclosed: ~~the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.~~ (I) election and replacement of directors, and determination of directors' remuneration matters; (II) engagement and dismissal of accounting firms; (III) changes in accounting policies and accounting estimates for reasons other than changes in accounting standards; (IV) plans for relevant parties to amend their commitments; (V) formulation of profit distribution policies and profit distribution plans;

Before Amendment	After Amendment
	(VI) major matters including related party transactions, provision of guarantees (excluding guarantees provided to subsidiaries within the scope of consolidated financial statements), entrusted wealth management, provision of financial assistance, use of proceeds, and investment in stocks and their derivatives; (VII) securities issuance plans, major asset restructuring plans, management buyouts, share incentive schemes, employee stock ownership plans, share repurchase plans, and plans for spin-off listing of subsidiaries; (VIII) the Company's proposed decision to delist its shares from trading on the Shenzhen Stock Exchange; (IX) matters deemed by independent directors as likely to infringe upon the legitimate rights and interests of minority shareholders; (XI) other matters as required by laws and regulations and relevant provisions of the Shenzhen Stock Exchange. .....

Before Amendment	After Amendment
Chapter 5 Directors and Board of Directors	**Chapter 5 Directors and Board of Directors**
Article 95	**Article 95**
The directors of the Company shall be natural persons. The directors do not need to hold shares of the Company. Directors include executive directors, non-executive directors and independent non-executive directors. In one of the following cases, a person is not allowed to fill the position of director: ..... If election or appointment of a director is conducted breaking stipulations of this Article, this election, appointment, or recruitment is ineffective. If the case of this Article occurs to a director in his/her tenure, he or she shall immediately cease performing his or her duties, and the board of directors shall immediately remove him or her from office in accordance with the regulations upon becoming aware or should have become aware of such fact.	The directors of the Company shall be natural persons. The directors do not need to hold shares of the Company. Directors include executive directors, non-executive directors and independent non-executive directors. In one of the following cases, a person is not allowed to fill the position of director: ..... The nomination and governance committee of the board of directors of the Company shall review the qualification of director candidates. When disclosing information on director candidates, the Company shall concurrently disclose the review opinions issued by the nomination and governance committee of the board of directors. If election or appointment of a director is conducted breaking stipulations of this Article, this election, appointment, or recruitment is ineffective. If ~~the case of this Article occurs to a director~~ a director falls under any circumstance specified in paragraph 2 of this Article in his/her tenure, he or she shall immediately cease performing his or her duties, and the board of directors shall immediately remove him or her from office in accordance with the regulations upon becoming aware or should have become aware of such fact. The nomination and governance committee of the board of directors of the Company shall assess the qualifications of directors. Where any director is found unqualified for the position, it shall promptly submit a proposal for dismissal to the board of directors.

Before Amendment	After Amendment
Article 97	**Article 97**
Directors shall comply with the provisions of laws, administrative regulations and the Articles of Association and bear fiduciary obligations towards the Company. They shall take measures to avoid conflicts between their own interests and the interests of the Company and shall not use their power to seek improper benefits.	Directors shall comply with the provisions of laws, administrative regulations and the Articles of Association and bear fiduciary obligations towards the Company. They shall take measures to avoid conflicts between their own interests and the interests of the Company and shall not use their power to seek improper benefits. ..... Where a director of the Company, in accordance with the provisions of items (V) and (VI) of paragraph 2 of this Article, seeks business opportunities which belong to the Company for himself/herself or others, or engages in the same type of businesses as the Company on his/her own or for others, he/she shall fully explain the reasons therefor, specify measures to prevent conflicts between personal interests and the Company's interests as well as impacts on the Company, and make disclosures accordingly.

Before Amendment	After Amendment
Article 101	**Article 101**
The Company has a system in place to manage the departure of Directors, which specifies safeguard measures for pursuing and recovering liability for unfulfilled public commitments and other outstanding matters. When a director's resignation takes effect or his/her term of office expires, he/she shall duly complete all handover procedures with the board of directors. His/her fiduciary duties towards the Company and shareholders do not necessarily cease after the expiry of his/her term of office. His/her obligation to keep the trade secrets of the Company confidential shall remain effective after the expiry of his/her term of office until such secrets become publicly available information. The liabilities that a director shall bear for performing his or her duties during his or her term of office shall not be exempted or terminated due to resignation. Any commitments that a director has not yet fulfilled upon resignation shall still be performed. Other duties may continue for such period as fairness may require depending on the time lapse between the act concerned and the termination as well as the circumstances and terms under which his/her relationships with the Company has been terminated. Any director whose term of office has not expired shall be liable for compensation for any loss caused to the Company as a result of his/her unauthorised resignation. If a director cannot resign due to his unfinished duties to the Company or the unfinished audit, he/she shall bear liabilities to compensate for the losses caused by his/her unauthorized absence to the Company.	The Company has a system in place to manage the departure of Directors, which specifies safeguard measures for pursuing and recovering liability for unfulfilled public commitments and other outstanding matters. When a director's resignation takes effect or his/her term of office expires, he/she shall duly complete all handover procedures with the board of directors. His/her fiduciary duties towards the Company and shareholders do not necessarily cease after the expiry of his/her term of office. His/her obligation to keep the trade secrets of the Company confidential shall remain effective after the expiry of his/her term of office until such secrets become publicly available information. The liabilities that a director shall bear for performing his or her duties during his or her term of office shall not be exempted or terminated due to resignation. Any commitments that a director has not yet fulfilled upon resignation shall still be performed. Other duties may continue for such period as fairness may require depending on the time lapse between the act concerned and the termination as well as the circumstances and terms under which his/her relationships with the Company has been terminated. Any director whose term of office has not expired shall be liable for compensation for any loss caused to the Company as a result of his/her unauthorised resignation. If a director cannot resign due to his unfinished duties to the Company or the unfinished audit, he/she shall bear liabilities to compensate for the losses caused by his/her unauthorized absence to the Company. <u>The Company shall conduct review on resigned directors in respect of any unperformed duties, pending commitments and suspected illegal or irregular conducts.</u>

Before Amendment	After Amendment
Article 103	**Article 103**
If a director causes damages to others in performing his/her duties for the Company, the Company shall be liable for compensation; and the director shall also be liable for compensation if he/she is found to have conducted intentional misconduct or gross negligence. If a director violates the provisions of laws, administrative regulations, departmental rules or the Articles of Association in performing his/her duties for the Company and causes losses to the Company, such director shall be liable for compensation.	If a director causes damages to others in performing his/her duties for the Company, the Company shall be liable for compensation; and the director shall also be liable for compensation if he/she is found to have conducted intentional misconduct or gross negligence. If a director violates the provisions of laws, administrative regulations, departmental rules or the Articles of Association in performing his/her duties for the Company and causes losses to the Company, such director shall be liable for compensation, and the board of directors of the Company shall take measures to pursue his/her legal liabilities.
Article 124	**Article 124**
Minutes of a board meeting shall include the following: (I) the date, venue and name of the convener of the meeting; (II) the names of the directors present at the meeting and the names of the directors (proxies) appointed by others to attend the meeting; (III) agenda of the meeting; (IV) summaries of the speeches of directors; (V) the voting methods and results of each resolution (the voting results shall specify the number of votes for, against or abstention).	Minutes of a board meeting shall include the following: (I) the date, venue, agenda and name of the convener of the meeting; (II) the names of the chairperson of the meeting and persons attending or present at the meeting; ~~and the names of the directors (proxies) appointed by others to attend the meeting;~~ (III)~~(II)~~ the speeches of each director ; ~~the names of the directors present at the meeting and the names of the directors (proxies) appointed by others to attend the meeting;~~ (IV)~~(III)~~ the voting methods and results of each resolution ~~agenda of the meeting~~; (V)~~(IV)~~ other matters required to be recorded under the Articles of Association ~~summaries of the speeches of directors;~~. ~~(V) the voting methods and results of each resolution (the voting results shall specify the number of votes for, against or abstention).~~

Before Amendment	After Amendment
Article 136	**Article 136**
The remuneration and appraisal committee shall comprise three directors, including two independent non-executive directors, and the convener shall be an independent non-executive director. The remuneration and appraisal committee is responsible for establishing the assessment criteria for directors and senior management and conducting such assessments, and formulating and reviewing the remuneration determination mechanisms, decision-making processes, payment and cessation of payment recovery arrangements, and other remuneration policies and plans for directors and senior management, and making recommendations to the board of directors on the following matters:	The remuneration and appraisal committee shall comprise three directors, including two independent non-executive directors, and the convener shall be an independent non-executive director. The remuneration and appraisal committee is responsible for establishing the assessment criteria for directors and senior management and conducting such assessments, and formulating and reviewing the remuneration determination mechanisms, decision-making processes, payment and cessation of payment recovery arrangements, and other remuneration policies and plans for directors and senior management, and making recommendations to the board of directors on the following matters: .....

Before Amendment	After Amendment
The above duties and responsibilities will be further detailed in the Terms of Reference of the Remuneration and Appraisal Committee based on the actual needs of the Company. If the board of directors does not adopt or does not fully adopt the recommendations of the remuneration and appraisal committee, it shall record the opinions of the remuneration and appraisal committee and the specific reasons for its non-adoption in a resolution of the board of directors and disclose the same.	The above duties and responsibilities will be further detailed in the Terms of Reference of the Remuneration and Appraisal Committee based on the actual needs of the Company. If the board of directors does not adopt or does not fully adopt the recommendations of the remuneration and appraisal committee, it shall record the opinions of the remuneration and appraisal committee and the specific reasons for its non-adoption in a resolution of the board of directors and disclose the same. The remuneration package for the Company's directors and senior management shall be formulated by the remuneration and appraisal committee of the board of directors, specifying the basis for determination and specific components. The remuneration package for directors shall be determined by the shareholders' general meeting and disclosed accordingly. Where the board of directors or the remuneration and appraisal committee conducts individual evaluation on a director or discusses his/her remuneration, such director shall abstain. The remuneration package for senior management shall be approved by the board of directors, explained to the shareholders' general meeting and disclosed in full.

Before Amendment	After Amendment
Article 137	**Article 137**
The nomination and governance committee shall comprise three directors, including two independent non-executive directors, and the convener shall be an independent non-executive director. The nomination and governance committee shall comprise directors of different genders. The nomination and governance committee is responsible for formulating the selection criteria and procedures for directors and senior management, screening and reviewing candidates for directors and senior management and their qualifications, and making recommendations to the board of directors on the following matters:	The nomination and governance committee shall comprise three directors, including two independent non-executive directors, and the convener shall be an independent non-executive director. The nomination and governance committee shall comprise directors of different genders. The nomination and governance committee is responsible for formulating the selection criteria and procedures for directors and senior management, <u>fully taking into account factors such as the composition and professional structure of the board of directors,</u> screening and reviewing candidates for directors and senior management and their qualifications, and making recommendations to the board of directors on the following matters: .....
Chapter 6 Senior Management	**Chapter 6 Senior Management**
Article 140	**Article 140**
The circumstances under which the personnel cannot take position of a director and the provisions concerning resignation management system as specified in the Articles of Association apply to senior management as well.	The circumstances under which the personnel cannot take position of a director and the provisions concerning resignation management system as specified in the Articles of Association apply to senior management as well. <u>The nomination and governance committee of the board of directors shall assess the qualifications of senior management. Where any person is found unqualified for the position, it shall promptly submit a proposal for dismissal to the board of directors.</u> .....

Before Amendment	After Amendment
Article 148	**Article 148**
The Company shall appoint a board secretary who is a senior management of the Company and shall be nominated by the chairman of the board and appointed and dismissed by the board of directors. The board secretary is responsible for preparation of the Company's shareholders' general meetings and board meetings, safekeeping of documents and administration of information of the Company's shareholders, handling information disclosure matters and investment relationship and dealing with other matters as stipulated by relevant laws and regulations and stock exchanges, etc. As a senior management of the Company, the secretary to the board of directors shall be entitled to attend relevant meetings, review relevant documents and keep himself/herself abreast of the financial and operation conditions of the Company in order to perform his/her duties. The board of directors and other members of the senior management shall support the work of the secretary to the board of directors. No institution or individual should interfere with the normal performance of duties by the secretary to the board of directors. The board secretary shall comply with the relevant provisions of laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed and the Articles of Association.	The Company shall appoint a board secretary who is a senior management of the Company and shall be nominated by the chairman of the board and appointed and dismissed by the board of directors. The board secretary is responsible for preparation of the Company's shareholders' general meetings and board meetings, safekeeping of documents and administration of information of the Company's shareholders, handling information disclosure matters and investment relationship and dealing with other matters as stipulated by relevant laws and regulations and stock exchanges, etc. The board secretary shall be present at the shareholders' general meeting and board meetings. As a senior management of the Company, the ~~secretary to the board of directors~~ board secretary shall be entitled to attend relevant meetings, review relevant documents, materials and keep himself/herself abreast of the financial and operation conditions of the Company in order to perform his/her duties, or be entitled to require the relevant departments and personnel of the Company to give explanations on relevant matters. The board of directors and other members of the senior management and relevant departments of the Company shall support the work of the board secretary ~~secretary to the board of directors~~ and shall respond to inquiries raised by the board secretary in a timely and truthful manner and provide the relevant materials. No institution or individual should interfere with the normal performance of duties by the board secretary ~~secretary to the board of directors~~. The board secretary shall comply with the relevant provisions of laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed and the Articles of Association.

Before Amendment	After Amendment
Article 149	**Article 149**
If a senior management member causes damages to others in performing his/her duties for the Company, the Company shall be liable for compensation; and the senior management member shall also be liable for compensation if he/she is found to have conducted intentional misconduct or gross negligence. A senior management member, in the performance of their duties for the Company, who violates the provisions of laws, administrative regulations, departmental rules or the Articles of Association in performing his/her duties for the Company and causes losses to the Company shall be liable for compensation.	If a senior management member causes damages to others in performing his/her duties for the Company, the Company shall be liable for compensation; and the senior management member shall also be liable for compensation if he/she is found to have conducted intentional misconduct or gross negligence. A senior management member, in the performance of their duties for the Company, who violates the provisions of laws, administrative regulations, departmental rules or the Articles of Association in performing his/her duties for the Company and causes losses to the Company shall be liable for compensation, and the board of directors of the Company shall take measures to pursue his/her legal liabilities.

Before Amendment	After Amendment
Article 157	**Article 157**
Procedures for decision making on profit distribution by the Company: ..... (V) The Audit and Risk Committee shall supervise the implementation of the Company's profit distribution policy by the board of directors and management and the planning and decision – making process of shareholders' return. When profit distribution plan has not been proposed for the profit for the year, it shall express its specific statements and opinions on relevant policies and implementation.	Procedures for decision making on profit distribution by the Company: ..... (V) The Audit and Risk Committee shall supervise the implementation of the Company's profit distribution policy by the board of directors and management and the planning and decision – making process of shareholders' return. ~~When profit distribution plan has not been proposed for the profit for the year, it shall express its specific statements and opinions on relevant policies and implementation.~~ .....
Chapter 11 Supplementary Articles	**Chapter 11 Supplementary Articles**
Article 208	**Article 208**
The term "above", "within", as stated in the Articles of Association shall all include the given figure; the term "more than", "excluding", "below" shall all exclude the given figure. Unless otherwise specified, the currency in the Articles of Association refers to Renminbi.	The term "above", "within", as stated in the Articles of Association shall all include the given figure; the term "more than", <u>"over",</u> "excluding", "below" shall all exclude the given figure. Unless otherwise specified, the currency in the Articles of Association refers to Renminbi.

COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETING OF TIANQI LITHIUM CORPORATION

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**
In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the occurrence date of the fact: ..... (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; (II) When the Company's unrecovered losses reach 1/3 of the total share capital; (III) When the shareholders who hold 10% or more of the shares of the Company, individually or in aggregate, request to convene; (IV) When the board of directors deems it necessary; (V) When the audit and risk committee proposes to convene; (VI) When a majority of the independent non-executive directors proposes to convene; (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.	In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the occurrence date of the fact: ..... (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; (II) When the Company's unrecovered losses reach 1/3 of the total share capital; (III) When the shareholders who hold 10% or more of the shares of the Company, individually or in aggregate, request to convene; (IV) When the board of directors deems it necessary; (V) When the audit and risk committee proposes to convene; (VI) ~~When a majority of the independent non-executive directors proposes to convene;~~ ~~(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. .....

Before Amendment	After Amendment
Article 25 Attendance at Meetings and Proxies	**Article 25 Attendance at Meetings and Proxies**
.....	.....
(II) The board of directors, independent directors, shareholders holding 1% or more of voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the securities regulatory authority of the State Council may publicly solicit voting rights of shareholders, provided that sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited.	(II) The board of directors, independent directors, shareholders holding 1% or more of voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the securities regulatory authority of the State Council ~~may publicly solicit voting rights of shareholders, provided that sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited.~~ may publicly solicit proxies from the Company's shareholders to attend the shareholders' general meeting on their behalf and exercise shareholders' rights, such as the right to propose motions and vote. Except as otherwise provided by laws and regulations, the Company and the convener of the shareholders' general meeting shall not impose conditions on the proxy solicitor. The solicitation of shareholders' rights shall be conducted on a gratuitous basis, and sufficient information necessary for shareholders to make an authorization shall be fully disclosed to the solicitees.
In the case of soliciting shareholders' rights in accordance with the preceding paragraph, the solicitor shall disclose the solicitation documents and the Company shall provide assistance.	In the case of soliciting shareholders' rights in accordance with the preceding paragraph, the solicitor shall disclose the solicitation documents and the Company shall provide assistance.

Before Amendment	After Amendment
Solicitation of voting rights of shareholders in the form of compensation or disguised compensation shall be prohibited. Except for statuary conditions, the Company and the convener of the shareholders' general meeting shall not set minimum shareholding percentage restricted for solicitation of voting rights.	Solicitation of voting rights of shareholders in the form of compensation or disguised compensation shall be prohibited. Except for statuary conditions, the Company and the convener of the shareholders' general meeting shall not set minimum shareholding percentage restricted for solicitation of voting rights.
.....	.....
(V) The instrument appointing a proxy to attend a shareholders' general meeting issued by a shareholder shall include the following information:	(V) The instrument appointing a proxy to attend a shareholders' general meeting issued by a shareholder shall include the following information:
1. Name of the entrusting party and the class and number of shares held in the Company;	1. Name of the entrusting party and the class and number of shares held in the Company;
2. Name of the proxy;	2. Name of the proxy;
3. 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;	3. 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, the proxy form shall contain a statement that in the absence of specific instructions by the shareholder, whether the proxy may vote as he/she thinks fit;
4. Date of issuance of the proxy form and the validity period;	4. Date of issuance of the proxy form and the validity period;
5. 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.	5. 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.
.....	.....

Before Amendment	After Amendment
Article 29 Voting	**Article 29 Voting**
.....	.....
(V) When the general meeting considers material matters affecting the interests of small and medium investors, the votes of small and medium investors shall be counted separately. The result of separate vote counting shall be publicly disclosed in a timely manner.	(V) When the general meeting considers the following material matters affecting the interests of small and medium investors, the voting results of shareholders other than the Company's directors, senior management, and shareholders individually or jointly holding more than 5% of the Company's shares shall be counted separately and disclosed: ~~the votes of small and medium investors shall be counted separately. The result of separate vote counting shall be publicly disclosed in a timely manner.~~ 1. election and replacement of directors, and determination of directors' remuneration matters; 2. engagement and dismissal of accounting firms; 3. changes in accounting policies and accounting estimates for reasons other than changes in accounting standards; 4. plans for relevant parties to amend their commitments; 5. formulation of profit distribution policies and profit distribution plans;

Before Amendment	After Amendment
	6. major matters including related party transactions, provision of guarantees (excluding guarantees provided to subsidiaries within the scope of consolidated financial statements), entrusted wealth management, provision of financial assistance, use of proceeds, and investment in stocks and their derivatives; 7. securities issuance plans, major asset restructuring plans, management buyouts, share incentive schemes, employee stock ownership plans, share repurchase plans, and plans for spin-off listing of subsidiaries; 8. the Company's proposed decision to delist its shares from trading on the Shenzhen Stock Exchange; 9. matters deemed by independent directors as likely to infringe upon the legitimate rights and interests of minority shareholders; 10. other matters as required by laws and regulations and relevant provisions of the Shenzhen Stock Exchange.

COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS OF TIANQI LITHIUM CORPORATION

Before Amendment	After Amendment
Article 8 Fiduciary obligations	**Article 8 Fiduciary obligations**
Directors shall comply with the laws, administrative regulations and the Articles of Association and bear fiduciary obligations towards the Company. They shall take measures to avoid conflicts between their own interests and the interests of the Company and shall not use their power to seek improper benefits. ……	Directors shall comply with the laws, administrative regulations and the Articles of Association and bear fiduciary obligations towards the Company. They shall take measures to avoid conflicts between their own interests and the interests of the Company and shall not use their power to seek improper benefits. …… Where a director of the Company, in accordance with the provisions of items (V) and (VI) of paragraph 2 of this Article, seeks business opportunities which belong to the Company for himself/herself or others, or engages in the same type of businesses as the Company on his/her own or for others, he/she shall fully explain the reasons therefor, specify measures to prevent conflicts between personal interests and the Company's interests as well as impacts on the Company, and make disclosures accordingly.

Before Amendment	After Amendment
Article 15 Resignation	**Article 15 Resignation**
Directors may tender their resignations before the expiration of their term of office. A director shall describe the time of his/her resignation, the reasons for his/her resignation, the position he/she resigned, and whether he/she will continue to hold office in the Company after his/her resignation (if he/she continues to hold office, the circumstances of his/her continuation of office) in a resignation report. In case the reasons for the resignation are involved in illegal or non-standard operation of the Company or other directors, supervisors and senior management, the director who resigns shall report to the Securities Exchange where the Company's stock is listed in a timely manner. An independent director should resign by submitting a written resignation report to the board of directors which contains explanation on any matter relevant to his/her resignation or matter he/she deems necessary to be brought to the attention of shareholders and creditors of the Company. The Company shall disclose the reasons for the resignation of independent directors and the matters of concern. ……	Directors may tender their resignations before the expiration of their term of office. A director shall describe the time of his/her resignation, the reasons for his/her resignation, the position he/she resigned, and whether he/she will continue to hold office in the Company after his/her resignation (if he/she continues to hold office, the circumstances of his/her continuation of office) in a resignation report. In case the reasons for the resignation are involved in illegal or non-standard operation of the Company or other directors, supervisors and senior management, the director who resigns shall report to the Securities Exchange where the Company's stock is listed in a timely manner. An independent director should resign by submitting a written resignation report to the board of directors which contains explanation on any matter relevant to his/her resignation or matter he/she deems necessary to be brought to the attention of shareholders and creditors of the Company. The Company shall disclose the reasons for the resignation of independent directors and the matters of concern. …… <u>The Company shall review whether a departing director has any unfulfilled obligations or commitments, or is suspected of any violations of laws and regulations.</u>

Before Amendment	After Amendment
Article 33 Preparation and distribution of meeting documents	**Article 33 Preparation and distribution of meeting documents**
Matters concerning the collection and preparation of materials for board meetings shall be the responsibility of the secretary to the board of directors. ..... Prior to the board meeting, independent directors may communicate with the board secretary to inquire about the items to be discussed during the meeting, request additional materials, and provide opinions and suggestions. The board of directors and relevant personnel shall carefully study the issues, requirements and opinions raised by the independent directors and provide timely feedback to the independent directors on the implementation of matters like amendments to the proposals. Where two or more independent directors deem that the board meeting materials are incomplete, insufficiently substantiated or not provided in a timely manner, they may jointly submit a written request to the board of directors to postpone the convening of the meeting or the deliberation of the relevant matter. The board of directors shall accept such request, and the Company shall disclose relevant information in a timely manner.	Matters concerning the collection and preparation of materials for board meetings shall be the responsibility of the secretary to the board of directors. ..... In considering matters submitted to the board of directors for decision-making, the directors shall collect sufficient information and prudently assess whether such matters involve their personal interests, fall within the scope of authority of the board of directors, are supported by adequate materials and comply with legal voting procedures. Prior to the board meeting, independent directors may communicate with the board secretary to inquire about the items to be discussed during the meeting, request additional materials, and provide opinions and suggestions. The board of directors and relevant personnel shall carefully study the issues, requirements and opinions raised by the independent directors and provide timely feedback to the independent directors on the implementation of matters like amendments to the proposals. Where two or more independent directors deem that the board meeting materials are incomplete, insufficiently substantiated or not provided in a timely manner, they may jointly submit a written request to the board of directors to postpone the convening of the meeting or the deliberation of the relevant matter. The board of directors shall accept such request, and the Company shall disclose relevant information in a timely manner.

Before Amendment	After Amendment
Article 39 Responsibilities of the secretary to the board of directors	**Article 39 Responsibilities of the secretary to the board of directors**
Major responsibilities of the secretary to the board of directors are:	Major responsibilities of the secretary to the board of directors are:
1. to facilitate timely communication and contact between the Company and the relevant parties, and the Shenzhen Stock Exchange and other securities regulatory authorities to ensure operational accessibility for the Shenzhen Stock Exchange at all times;	~~1. to facilitate timely communication and contact between the Company and the relevant parties, and the Shenzhen Stock Exchange and other securities regulatory authorities to ensure operational accessibility for the Shenzhen Stock Exchange at all times;~~
2. to deal with corporate information disclosure matters, procure the Company to establish and implement information disclosure management systems and internal material information reporting regimes, ensure the Company and the relevant parties fulfill statutory disclosure obligations, and complete the disclosure of periodic and interim reports to the Shenzhen Stock Exchange as required;	~~2. to deal with corporate information disclosure matters, procure the Company to establish and implement information disclosure management systems and internal material information reporting regimes, ensure the Company and the relevant parties fulfill statutory disclosure obligations, and complete the disclosure of periodic and interim reports to the Shenzhen Stock Exchange as required;~~
3. to manage investor relations to ensure timely access by investors to disclosed corporate information; establish sound communication channels between the Company and shareholders, including designating dedicated individuals and/or institutions to maintain sufficient and necessary contact with shareholders, and timely escalate shareholders' views and suggestions to the board of directors or senior management of the Company;	~~3. to manage investor relations to ensure timely access by investors to disclosed corporate information; establish sound communication channels between the Company and shareholders, including designating dedicated individuals and/or institutions to maintain sufficient and necessary contact with shareholders, and timely escalate shareholders' views and suggestions to the board of directors or senior management of the Company;~~

Before Amendment	After Amendment
4. to provide consultation and suggestions on resolutions concerning material matters of the Company and ensure resolutions on such issues are passed by the shareholders' general meeting and the board of directors in strict compliance with prescribed procedures; assist in organizing consultation and analysis on matters to be resolved by the board of directors and its special committees at the request of the board of directors and put forward corresponding advice and recommendations; assume day-to-day work of the board of directors and its special committees upon authorization;	~~4. to provide consultation and suggestions on resolutions concerning material matters of the Company and ensure resolutions on such issues are passed by the shareholders' general meeting and the board of directors in strict compliance with prescribed procedures; assist in organizing consultation and analysis on matters to be resolved by the board of directors and its special committees at the request of the board of directors and put forward corresponding advice and recommendations; assume day-to-day work of the board of directors and its special committees upon authorization;~~
5. to assist the board of directors of the Company and its special committees in formulating capital market development strategies, assist in planning or organizing capital market operations and corporate market value management, and assist in planning or implementing capital market refinancing, or merger, acquisition and restructuring matters of the Company;	~~5. to assist the board of directors of the Company and its special committees in formulating capital market development strategies, assist in planning or organizing capital market operations and corporate market value management, and assist in planning or implementing capital market refinancing, or merger, acquisition and restructuring matters of the Company;~~
6. to organize and prepare for board meetings and shareholders' general meetings pursuant to legal procedures, attend shareholders' general meetings, board meetings and senior management-level meetings (including but not limited to general manager routine meetings), and record and sign board meeting minutes;	~~6. to organize and prepare for board meetings and shareholders' general meetings pursuant to legal procedures, attend shareholders' general meetings, board meetings and senior management-level meetings (including but not limited to general manager routine meetings), and record and sign board meeting minutes;~~

Before Amendment	After Amendment
7. to manage confidentiality affairs relating to corporate information disclosure, and formulate confidentiality protocols to ensure all board members of the Company and relevant insiders keep relevant information confidential before being disclosed officially, and adopt remedial measures and report to the Shenzhen Stock Exchange immediately after any undisclosed material information is leaked;	~~7. to manage confidentiality affairs relating to corporate information disclosure, and formulate confidentiality protocols to ensure all board members of the Company and relevant insiders keep relevant information confidential before being disclosed officially, and adopt remedial measures and report to the Shenzhen Stock Exchange immediately after any undisclosed material information is leaked;~~
8. to maintain the Company's register of shareholders, register of directors, shareholding information of substantial shareholders, directors and senior management, and documents and minutes of the meetings of the board of directors and its special committees, as well as shareholders' general meetings;	~~8. to maintain the Company's register of shareholders, register of directors, shareholding information of substantial shareholders, directors and senior management, and documents and minutes of the meetings of the board of directors and its special committees, as well as shareholders' general meetings;~~
9. to organize training for directors and senior management on securities laws and regulations, the Listing Rules and relevant provisions, enabling them to understand their rights and obligations relating to information disclosure;	~~9. to organize training for directors and senior management on securities laws and regulations, the Listing Rules and relevant provisions, enabling them to understand their rights and obligations relating to information disclosure;~~
10. to procure directors and senior management to comply with laws and regulations, the Listing Rules, relevant provisions of the stock exchange of the place where the Company's shares are listed and the Articles of Association, and fulfill all commitments they have made; give timely reminders and truthfully report to the Shenzhen Stock Exchange immediately after it is aware that the Company has passed or may pass any resolution in violation of relevant provisions;	~~10. to procure directors and senior management to comply with laws and regulations, the Listing Rules, relevant provisions of the stock exchange of the place where the Company's shares are listed and the Articles of Association, and fulfill all commitments they have made; give timely reminders and truthfully report to the Shenzhen Stock Exchange immediately after it is aware that the Company has passed or may pass any resolution in violation of relevant provisions;~~

Before Amendment	After Amendment
11. to procure the board of directors to exercise duties and powers in accordance with laws; and remind the attending directors where the resolutions to be passed by the board of directors violate laws, regulations, rules, provisions of the stock exchange where the Company's shares are listed and the Articles of Association; record his/her opinions on the minutes and report to the Shenzhen Stock Exchange where the board of directors insist on passing the above resolutions;	~~11. to procure the board of directors to exercise duties and powers in accordance with laws; and remind the attending directors where the resolutions to be passed by the board of directors violate laws, regulations, rules, provisions of the stock exchange where the Company's shares are listed and the Articles of Association; record his/her opinions on the minutes and report to the Shenzhen Stock Exchange where the board of directors insist on passing the above resolutions;~~
12. to watch on public media coverage, conduct proactive factual verification, and procure the board of directors to respond promptly to all inquiries from the Shenzhen Stock Exchange;	~~12. to watch on public media coverage, conduct proactive factual verification, and procure the board of directors to respond promptly to all inquiries from the Shenzhen Stock Exchange;~~
13. to assist in establishing and improving the Company's internal control systems, and promote the Company to establish and improve incentive and restraint mechanisms; facilitate the Company's prevention of intra-industry competition, reduce and regulate related party transactions, and promote the undertaking of corporate social responsibilities;	~~13. to assist in establishing and improving the Company's internal control systems, and promote the Company to establish and improve incentive and restraint mechanisms; facilitate the Company's prevention of intra-industry competition, reduce and regulate related party transactions, and promote the undertaking of corporate social responsibilities;~~
14. to organize and prepare for the establishment of special committees under the board of directors in accordance with legal procedures and in light of the operational needs of the Company, attend meetings of such special committees, coordinate the preparation of meeting minutes, maintain such minutes, monitor the implementation of committee resolutions and report progress to each special committee;	~~14. to organize and prepare for the establishment of special committees under the board of directors in accordance with legal procedures and in light of the operational needs of the Company, attend meetings of such special committees, coordinate the preparation of meeting minutes, maintain such minutes, monitor the implementation of committee resolutions and report progress to each special committee;~~

Before Amendment	After Amendment
15. other duties and responsibilities as required by the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the CSRC and the Shenzhen Stock Exchange.	~~15. other duties and responsibilities as required by the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the CSRC and the Shenzhen Stock Exchange.~~ (I) to take charge of corporate information disclosure matters, coordinate corporate information disclosure work, organize the formulation of corporate information disclosure management system, maintain the effective implementation thereof, handle corporate information disclosure matters, and procure the Company and relevant information disclosure obligors to perform information disclosure obligations in accordance with laws; (II) to organize and coordinate the preparation of draft periodic reports, procure senior management including the general manager and person in charge of finance as well as relevant departments to submit relevant information on periodic reports on time, and consolidate them into complete draft periodic reports as required; upon completion, recommend the audit and risk committee of the board of directors to convene a meeting to review financial information contained therein; upon review and approval by the audit and risk committee, recommend the chairman of the board of directors to convene a board meeting in respect of periodic reports for review and subsequent disclosure; within its scope of duties and responsibilities, monitor major abnormalities in financial information, operation and business as well as preparation and disclosure procedures of periodic reports and conduct timely verification; report issues identified to the board of directors with rectification proposals;

Before Amendment	After Amendment
	(III) to gather information on disclosable material events in a timely manner and report to the board of directors, formulate interim reports in specified contents and formats, and arrange their disclosure; (IV) to go through formalities for suspension or exemption of corporate information disclosure in accordance with relevant requirements, and be responsible for the registration, maintenance and submission of relevant information; (V) to manage confidentiality work for corporate information disclosure, organize and formulate insider information management system of the Company, ensure the effective implementation of such system, register, maintain and submit files of insider information holders as required, and promptly report to the Shenzhen Stock Exchange and make public announcements in case of leakage of undisclosed material information; (VI) to gather matters falling within the authority of the board of directors and the shareholders' general meeting in a timely manner, report to the board of directors and propose the convening of meetings; to organize and prepare for board meetings and shareholders' general meetings, keep and sign meeting minutes to ensure true reflection of meeting condition, and ensure the convening, holding and voting procedures of such meetings fully comply with laws and regulations, business rules of stock exchanges and the Articles of Association;

Before Amendment	After Amendment
	(VII) where the Articles of Association, organizational structure and division of authority of the Company fail to comply with applicable laws and regulation, and business rules of stock exchanges, report to the board of directors and propose rectification measures; where any financial irregularities, internal control defects or clues of violations identified, promptly report to the audit and risk committee; (VIII) to organize and coordinate investor relations management of the Company to enhance investors' understanding and recognition of the Company, facilitate information communication between the Company and its shareholders, de-facto controllers, investors, directors, intermediaries, media and securities regulatory authorities and stock exchanges, and maintain smooth communication channels; (IX) to watch on media coverage and market rumors concerning the Company, verify relevant facts in a timely manner and report to the board of directors, propose compliant disposal measures such as making clarification announcements, and procure relevant parties including the board of directors to respond promptly to inquiries from the Shenzhen Stock Exchange; (X) to assist independent directors in performing their duties and responsibilities, ensure unobstructed information flow between independent directors and other directors, senior management and other relevant personnel, and ensure independent directors have access to sufficient resources and necessary professional advice;

Before Amendment	After Amendment
	(XI) to organize training programs on relevant laws and regulations and business rules of stock exchanges for directors, senior management and other relevant personnel to help them understand their respective responsibilities relating to information disclosure; (XII) to procure directors, senior management and other relevant personnel to abide by laws and regulations, business rules of stock exchanges and the Articles of Association and fulfill all commitments they have made; give reminders and truthfully report to the Shenzhen Stock Exchange immediately after it is aware that the Company, directors and senior management have passed or may passed any resolution in violation of relevant provisions; (XIII) to manage changes in the Company's shares and their derivatives, maintain the Company's register of shareholders, register of directors, shareholding information of substantial shareholders, directors and senior management, and meeting documents and minutes of the meetings of the board of directors and its special committees, as well as shareholders' general meetings, and verify the share and derivative holdings of shareholders holding more than 5% shares, de-facto controllers, directors and senior management on a quarterly basis;

Before Amendment	After Amendment
	(XIV) to provide consultation and suggestions on resolutions concerning material matters of the Company and ensure resolutions on such issues are passed by the shareholders' general meeting and the board of directors in strict compliance with prescribed procedures; assist in organizing consultation and analysis on matters to be resolved by the board of directors and its professional committees at the request of the board of directors and put forward corresponding advice and recommendations; assume day-to-day work of the board of directors and its professional committees upon authorization; (XV) to assist the board of directors of the Company and its professional committees in formulating capital market development strategies, planning or organizing capital market operations and corporate market value management, and planning or implementing capital market refinancing, or merger, acquisition and restructuring matters of the Company; (XVI) to assist in establishing and improving the Company's internal control systems, and promote the Company to establish and improve incentive and restraint mechanisms; facilitate the Company's prevention of intra-industry competition, reduce and regulate related party transactions, and promote the undertaking of corporate social responsibilities;

Before Amendment	After Amendment
	(XVII) to organize and prepare for the establishment of professional committees under the board of directors in accordance with legal procedures and in light of the operational needs of the Company, attend meetings of such professional committees, coordinate the preparation of meeting minutes, maintain such minutes, monitor the implementation of committee resolutions and report progress to each professional committee; (XVIII) other duties and responsibilities as required by the Company Law, the Securities Law of the People's Republic of China, the CSRC and the Shenzhen Stock Exchange.
Article 40 Restrictions on concurrent appointment of the secretary to the board of directors	**Article 40 Restrictions on concurrent appointment of the secretary to the board of directors**
The secretary to the board of directors is a senior management of the Company. Personnels who are determined as unsuitable to serve as the secretary to the board of directors of the Company by the Shenzhen Stock Exchange, certified public accountants of the accounting firms commissioned by the Company and lawyers of law firms shall not be concurrently appointed as the secretary to the board of directors of the Company.	The secretary to the board of directors is a senior management of the Company. Personnels who are determined as unsuitable to serve as the secretary to the board of directors of the Company by the Shenzhen Stock Exchange~~, certified public accountants of the accounting firms commissioned by the Company and lawyers of law firms~~ shall not be ~~concurrently~~ appointed as the secretary to the board of directors of the Company. The secretary to the board of directors shall not concurrently serve as general manager, deputy general manager in charge of business operations or person in charge of finance. Where the secretary to the board of directors holds other positions of the Company, duties pertaining to secretary to the board of directors and other positions shall be clearly delineated to ensure sufficient time and energy for the independent performance of duties as secretary to the board of directors.

Before Amendment	After Amendment
Article 41 Minutes	**Article 41 Minutes**
.....	.....
Minutes of a board meeting shall include, but not limited to, the following:	Minutes of a board meeting shall include, but not limited to, the following:
(I) the date, venue and name of the convener of the meeting;	(I) the date, venue, agenda and name of the convener of the meeting;
(II) the names of the directors present at the meeting and the names of the directors (proxies) appointed by others to attend the meeting;	(II) the names of the chairman of the meeting and persons attending or present at the meeting ~~the names of the directors present at the meeting and the names of the directors (proxies) appointed by others to attend the meeting~~;
(III) agenda of the meeting;	(III) the speeches delivered by each director ~~agenda of the meeting~~;
(IV) summaries of the speeches of directors;	(IV) the voting methods and results of each resolution ~~summaries of the speeches of directors~~;
(V) the voting methods and results of each resolution (the voting results shall specify the number of votes for, against or abstention).	(V) other matters required to be recorded under the Articles of Association ~~the voting methods and results of each resolution (the voting results shall specify the number of votes for, against or abstention)~~.
Board meetings held on-site and by means of video or telephone may be recorded throughout the whole process when necessary.	Board meetings held on-site and by means of video or telephone may be recorded throughout the whole process when necessary.
In case of a reasonable notice from any director, relevant minutes shall be opened for such director's inspection at any reasonable time.	In case of a reasonable notice from any director, relevant minutes shall be opened for such director's inspection at any reasonable time.

COMPARISON TABLE OF THE AMENDMENTS TO WORKING RULES FOR INDEPENDENT DIRECTORS OF TIANQI LITHIUM CORPORATION

Before Amendment	After Amendment
Article 10	**Article 10**
The Nomination and Governance Committee shall conduct a review of the qualifications of the nominees and form explicit opinions. ……	The Nomination and Governance Committee shall conduct a review of the qualifications of the nominees and form explicit opinions. When disclosing information on candidates for directors, the Company shall simultaneously disclose the review opinions of the Nomination and Governance Committee of the Board of Directors. ……

TIANQI LITHIUM CORPORATION
DIRECTOR AND SENIOR MANAGEMENT
REMUNERATION MANAGEMENT POLICY

Chapter 1 General Provisions

Article 1 In order to further refine the director and senior management remuneration management of Tianqi Lithium Corporation (hereinafter referred to as the "Company"), establish a scientific and effective incentive and restraint mechanism, effectively mobilize the enthusiasm of the directors and senior management of the Company, and promote the healthy, sustainable and stable development of the Company, this policy is hereby formulated in accordance with the relevant laws and regulations including the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Company and the Articles of Association of Tianqi Lithium Corporation (hereinafter referred to as the "Articles of Association"), and based on the actual circumstances of the Company.

Article 2 This policy applies to the directors and senior management of the Company.

Directors refer to all current members of the board of directors of the Company during the implementation period of this policy.

The directors consist of executive directors and non-executive directors, with executive directors including those who serve as senior management of the Company and those who do not; and non-executive directors including both independent non-executive directors and non-independent non-executive directors.

(I) An executive director refers to a director who participates in the production, operation and management of the Company;

(II) An independent non-executive director refers to a director engaged by the Company in accordance with the Management Measures for Independent Directors of Listed Companies, who has no relationship with the Company and its major shareholders that may hinder his/her independent and objective judgment;

(III) A non-independent non-executive director refers to a director, in addition to independent directors, who does not participate in the production, operation and management of the Company.

Senior management refers to those specified in the Articles of Association.

Article 3 The remuneration management ~~policy~~ for directors and senior management of the Company follows the following principles:

(I) Remuneration is combined with the long-term development of the Company and the interests of shareholders;

(II) Distribution according to work, with remuneration combined with responsibility, authority and benefit;

(III) Remuneration is commensurate with the annual performance appraisal and combined with the actual operating conditions of the Company;

(IV) Remuneration is in line with market development;

(V) Principles of openness, fairness and transparency in remuneration standards;

(VI) Principle of balance of incentives and constraints.

~~**Article 4** The remuneration adjustments for directors of the Company shall be based on:~~

~~(I) Salary growth levels in the same industry or for comparable positions~~

~~Salary data of the same industry or comparable positions shall be collected annually through market salary surveys or publicly available salary data, and shall be summarized and analyzed to serve as a reference basis for the Company's salary adjustments.~~

~~(II) Inflation levels~~

~~The inflation level shall be referenced to ensure that the real purchasing power of salaries does not decrease, which serves as a reference basis for the Company's salary adjustments.~~

~~(III) Profitability of the Company.~~

~~(IV) Organizational restructuring, and changes in positions and duties, among other factors.~~

~~(V) Remuneration levels of the regions where they are located.~~

~~(VI) Strategic importance of directors to the medium-and-long-term development of the Company.~~

Chapter 2 Remuneration Management Authority

Article 4 ~~**Article 5**~~ The Remuneration and Appraisal Committee of the board of directors of the Company is responsible for proposing the remuneration plans for directors and senior management~~, which~~. The remuneration plan for director is submitted to the shareholders' general meeting for review and decision after being approved by the board of directors, and the remuneration plan for senior management shall be approved by the board of directors and shall be fully disclosed.

The above remuneration plans shall include remuneration structure, remuneration standards, appraisal criteria and payment method, etc.

The remuneration plan for directors shall be determined by the shareholders' general meeting and disclosed accordingly. When the board of directors or the Remuneration and Appraisal Committee assesses an individual director or discusses his/her remuneration, such director shall recuse himself/herself.

Article 5 ~~**Article 6**~~ The Remuneration and Appraisal Committee of the board of directors shall be responsible for supervising the implementation of the Company's policies relating to remuneration and performance. The Remuneration and Appraisal Committee of the board of directors shall, under the authorization of the board of directors, be responsible for assessing whether to initiate the clawback procedures for performance-based remuneration against specific directors and senior management.

Article 6 ~~**Article 7**~~ As the daily operation body of the Remuneration and Appraisal Committee of the board of directors, the Company's human resources department shall be responsible for the specific implementation of the Company's remuneration plans, with the cooperation of the finance department.

Chapter 3 Remuneration Structure, Standards and Payment Method

Article 7 ~~**Article 8**~~ Based on the identities and nature of work, as well as the responsibilities, risks, pressures assumed by the directors and senior management, different remuneration standards will be determined by the Company: ~~Directors' remuneration consists of fixed remuneration and annual performance-based remuneration.~~

(I) Directors

(1) Executive directors

Specific remuneration standards for executive directors shall be determined based on their duties and nature of work in the Company, their working hours and responsibilities, risks and pressures assumed, which shall consist of basic remuneration, performance-based remuneration and medium and long term incentive income, among which, the proportion of performance-based remuneration shall account for no less than 50% of the total amount of basic remuneration and performance-based remuneration in principle. The Remuneration and Appraisal Committee of the board of directors shall formulate Remuneration Plan for Directors separately, which shall be implemented upon consideration and approval by the board of directors of the Company and the shareholders' general meeting of the Company.

(2) Independent non-executive directors

Independent directors shall adopt a fixed allowance system. The Remuneration and Appraisal Committee of the board of directors shall advise on the allowance standards, and allowance shall be paid regularly upon consideration and approval by the board of directors of the Company and the shareholders' general meeting.

Independent directors shall be entitled to reimbursement by the Company for travel expenses or subsidies for attending mandatory training sessions, attending meetings of the board of directors of the Company and shareholders' general meeting, as well as reasonable expenses necessary for exercising their duties in accordance with the Articles of Association and relevant laws and regulations based on actual expenses incurred.

(3) Non-independent non-executive directors

To be determined with reference to the remuneration of executive directors.

(II) Senior management

The remuneration for senior management shall consist of basic remuneration, performance-based remuneration and medium to long term incentive income, among which, the proportion of performance-based remuneration shall account for no less than 50% of the total amount of basic remuneration and performance-based remuneration in principle. The Remuneration and Appraisal Committee of the board of directors shall formulate Remuneration Plan for Senior Management separately, which shall be implemented upon consideration and approval by the board of directors of the Company.

~~**Article 9** Based on the duties and nature of work of the directors, their working hours and responsibilities, risks and pressures assumed, the Company shall formulate the Remuneration Plan for Directors separately, which shall be implemented upon consideration and approval by the shareholders' general meeting of the Company.~~

Article 8 ~~**Article 10**~~ Individual income tax on the remuneration of the Company's directors and senior management shall be withheld and paid on a unified basis by the Company prior to the disbursement of such remuneration.

Article 9 ~~**Article 11**~~ Directors and senior management of the Company who leave their positions due to reasons such as the expiration of their term, re-election, or resignation during their tenure and dismissal shall receive remuneration calculated based on their actual tenure and actual performance and disbursed accordingly.

Article 10 ~~**Article 12**~~ The Company may withhold or deduct part of the remuneration of the directors and senior management of the Company under any of the following circumstances during their term of office:

(I) ~~1.~~ Being publicly censured or declared as an improper candidate by a stock exchange;

(II) ~~2.~~ Being subject to administrative penalties imposed by the China Securities Regulatory Commission for material violations of laws and regulations;

(III) ~~3.~~ Causing material losses to the Company due to decision-making errors in operation;

(IV) ~~4.~~ Being determined by the Company to have breached the commitments made to regulatory authorities or the capital market within the validity period;

(V) ~~5.~~ Other circumstances determined by the Company to constitute a material violation of the Company's relevant provisions.

~~**Article 13** The remuneration system shall serve the Company's operational strategy and shall be adjusted correspondingly in light of changes in the Company's operating conditions to meet the needs of Company's further development.~~

Chapter 4 Performance Appraisal and Procedures

Article 11 Performance assessment system:

(I) Independent non-executive directors: shall not participate in the internal remuneration-linked performance appraisal of the Company, and their duty-fulfillment assessment shall be conducted through methods such as self-assessment and mutual assessment.

(II) Executive directors and senior management: the Remuneration and Appraisal Committee of the board of directors shall be responsible for organizing the establishment of fair and transparent standards and procedures for the performance appraisal and duty fulfillment assessment of directors and senior management. The appraisal criteria shall be scientific, transparent and aligned with the strategic objectives of the Company.

Article 12 The period of annual performance appraisal shall be each financial year. Upon completion of the annual performance appraisal period, the Remuneration and Appraisal Committee of the board of directors shall conduct and conclude the appraisal of the duty fulfillment of directors and senior management for the preceding year based on the completion status of the Company's annual performance, among other materials, and determine the appraisal results. A certain proportion of performance-based remuneration shall be paid after the disclosure of the annual report and performance assessment. Annual performance assessment shall be conducted based on audited financial data of the Company.

Chapter 5 Remuneration Adjustment Mechanisms

Article 13 The remuneration standards shall serve the business strategies of the Company. The remuneration of directors and senior management of the Company shall adapt to market development, match with the operating performance of the Company and individual performance, and harmonize with the sustainable development of the Company. In the event that the Company suffers a loss, special explanations shall be made at all stages of the consideration and approval of the remuneration of directors and senior management as to whether the changes in the remuneration of directors comply with the principle of linking remuneration with performance. If the Company turns from a profit to a loss or its losses widen compared to the preceding accounting year, and the average performance remuneration of directors and senior management does not decrease accordingly, the reasons shall be disclosed.

Article 14 The remuneration adjustments for directors and senior management of the Company shall be based on the following factors:

(I) Salary growth levels in the same industry or for comparable positions. Salary data of the same industry or comparable positions shall be collected annually through market salary surveys or publicly available salary data, and shall be summarized and analyzed to serve as a reference basis for the Company's salary adjustments;

(II) Inflation levels. The inflation level shall be referenced to ensure that the real purchasing power of salaries does not decrease, which serves as a reference basis for the Company's salary adjustments;

(III) Profitability of the Company;

(IV) Organizational restructuring, and changes in positions and duties, among other factors;

(V) Remuneration levels of the regions where they are located;

(VI) Strategic importance of directors and senior management to the medium-and-long-term development of the Company.

Article 15 Remuneration Adjustment Mechanism

(I) Regular Adjustments: The Remuneration and Appraisal Committee of the board of directors shall regularly evaluate the remuneration schemes, and submit proposals for remuneration adjustments to the Board for consideration and approval, taking into account factors such as industry cycles, changes in industry remuneration levels, operating performance of the Company, development strategies, and inflation levels.

(II) Ad-hoc Adjustments: In the course of operation for the year, if material changes occur in external conditions such as the operating environment as well as the overall operation and financial position of the Company, the Remuneration and Appraisal Committee may make appropriate adjustments to the annual performance appraisal indicators for directors and senior management.

(III) Specific Adjustments: The Company may, on an ad-hoc basis, establish special rewards or punishments for specific matters as a remuneration supplement for directors and senior management of the Company.

Chapter 6 Withholding and Clawback

Article 16 Upon the occurrence of any of the following circumstances, the Remuneration and Appraisal Committee of the board of directors shall assess, depending on the severity of the circumstances, whether it is necessary to initiate withholding and clawback procedures for the performance remuneration and medium-and-long-term incentive income for relevant directors and senior management; the Board shall decide whether to deduct or suspend the payment of the performance remuneration and medium-and-long-term incentive income of the directors and senior management, and to claw back the distributed performance remuneration or medium-and-long-term incentive income in full or in part:

(I) where the Company makes a retrospective restatement of its financial reports due to misstatements such as financial fraud;

(II) where directors or senior management members violate the obligations of loyalty and diligence, thereby causing losses to the Company, or are held liable due to their fault for illegal and non-compliant acts such as financial fraud, misappropriation of funds, and guarantees provided in violation of regulations of the Company;

(III) where the Board determines that a serious violation of laws, administrative regulations, regulatory documents, the Articles of Association, internal management systems, or other relevant regulations of the Company has occurred and resulted in economic interest losses to the Company.

Chapter 7~~4~~ Supplementary Provisions

Article ~~14~~17 For matters not covered in this policy, the provisions of relevant PRC laws, regulations, regulatory documents and the Articles of Association shall apply. If this policy conflicts with any laws, regulations or regulatory documents subsequently promulgated by the State, the relevant provisions of this policy shall be amended accordingly.

Article ~~15~~18 This policy shall come into effect upon consideration and approval by the shareholders' general meeting after being agreed by the Board. The same shall apply to any amendments hereto.

Article ~~16~~19 The Board shall be responsible for the interpretation of this policy.

COMPARISON TABLE OF THE AMENDMENTS TO THE RELATED-PARTY TRANSACTION DECISION-MAKING POLICY OF TIANQI LITHIUM CORPORATION

Before Amendment	After Amendment
Article 7	**Article 7**
The related persons of the Company include related entities and related natural persons and potential related persons pursuant to the definitions under the Listing Rules of the Shenzhen Stock Exchange (as further specified in Articles 8, 9 and 10 of these Rules), as well as connected persons as defined under Chapter 14A of the Hong Kong Listing Rules. Connected persons as defined under the Hong Kong Listing Rules include: …… (iv) A non-wholly-owned subsidiary of the Company in which any connected person of the proposed listed company (other than at the subsidiary level) is entitled (individually or jointly) to exercise, or control the exercise of, 10% or more of the voting rights at any general meeting of such non-wholly-owned subsidiary; ……	The related persons of the Company include related entities ~~and,~~ related natural persons and potential related persons ~~pursuant to the definitions~~ as defined under the Listing Rules of the Shenzhen Stock Exchange (as further specified in Articles 8, 9 and 10 of these Rules), as well as connected persons as defined under Chapter 14A of the Hong Kong Listing Rules. Connected persons as defined under the Hong Kong Listing Rules include: …… (iv) A non-wholly-owned subsidiary of the Company in which any connected person of the ~~proposed~~ listed company (other than at the subsidiary level) is entitled (individually or jointly) to exercise, or control the exercise of, 10% or more of the voting rights at any general meeting of such non-wholly-owned subsidiary; ……

Before Amendment	After Amendment
Article 10	**Article 10**
Pursuant to the Listing Rules of the Shenzhen Stock Exchange, a legal person or natural person shall be deemed a related party of the Company if any of the following circumstances applies: (i) Pursuant to an agreement signed with the Company or its related parties, or an arrangement made with them, such legal person or natural person will, upon the agreement or arrangement taking effect, or within the next twelve months, fall under any of the circumstances set out in Article 8 or Article 9 of these Rules; or (ii) Within the past twelve months, such legal person or natural person has fallen under any of the circumstances set out in Article 8 or Article 9 of these Rules. Any legal person or other organization (other than the Company and its controlled subsidiaries) whose legal representative is a related natural person of the Company shall also be deemed a related legal person of the Company.	Pursuant to the Listing Rules of the Shenzhen Stock Exchange, a legal person or natural person shall be deemed a related party of the Company if any of the following circumstances applies: (i) Pursuant to an agreement signed with the Company or its related parties, or an arrangement made with them, such legal person or natural person will, upon the agreement or arrangement taking effect, or within the next twelve months, fall under any of the circumstances set out in Article 8 or Article 9 of these Rules; or (ii) Within the past twelve months, such legal person or natural person has fallen under any of the circumstances set out in Article 8 or Article 9 of these Rules. ~~Any legal person or other organization (other than the Company and its controlled subsidiaries) whose legal representative is a related natural person of the Company shall also be deemed a related legal person of the Company.~~
Article 17	**Article 17**
For proposed related party transactions between the Company and its related parties with an amount of more than RMB30,000,000 and accounting for more than 5% of the absolute value of the latest audited net assets of the Company (excluding the provision of guarantees and receipt of cash by the Company), the related party transactions shall be subject to resolution made by the board of directors of the Company and approval by the shareholders' general meeting.	For proposed related party transactions between the Company and its related parties with an amount of more than RMB30,000,000 and accounting for more than 5% of the absolute value of the latest audited net assets of the Company (excluding the provision of guarantees and receipt of cash by the Company), the related party transactions shall be subject to resolution made by the board of directors of the Company and approval by the shareholders' general meeting.

Before Amendment	After Amendment
Article 18	**Article 18**
For proposed related party transactions between the Company and its related parties with an amount accounting for 0.5% to 5% of the absolute value of the latest audited net assets of the Company (excluding the provision of guarantees and receipt of cash by the Company), the related party transactions shall be subject to resolution made by the board of directors of the Company. However, if the transactions shall be submitted to the shareholders' general meeting for approval pursuant to the Hong Kong Listing Rules, they shall be subject to the approval by the shareholders' general meeting.	For proposed related party transactions between the Company and its related ~~parties~~legal persons with an amount accounting for more than 0.5% ~~to 5%~~ of the absolute value of the latest audited net assets of the Company (excluding the provision of guarantees and receipt of cash by the Company), as well as related party transactions between the Company and its related natural persons with an amount of more than RMB300,000 (excluding the provision of guarantees and receipt of cash by the Company) and have not yet reached the decision-making threshold stipulated in Article 17 of this policy, the related party transactions shall be subject to resolution made by the board of directors of the Company. However, if the transactions shall be submitted to the shareholders' general meeting for approval pursuant to the Hong Kong Listing Rules, they shall be subject to the approval by the shareholders' general meeting.
Article 19	**Article 19**
For proposed related party transactions between the Company and its related parties accounting for less than 0.5% of the absolute value of the latest audited net assets of the Company (excluding the provision of guarantees and receipt of cash by the Company), the transactions shall be approved by the chairman of the board of directors of the Company. However, if the transactions shall be submitted to the shareholders' general meeting for approval pursuant to the Hong Kong Listing Rules, they shall be subject to the approval by the shareholders' general meeting.	For proposed related party transactions between the Company and its related ~~parties~~legal persons accounting for not more than ~~less than~~ 0.5% of the absolute value of the latest audited net assets of the Company (excluding the provision of guarantees and receipt of cash by the Company), as well as related party transactions between the Company and its related natural persons with an amount of not more than RMB300,000 (excluding the provision of guarantees and receipt of cash by the Company), the transactions shall be approved by the chairman of the board of directors of the Company. However, if the transactions shall be submitted to the shareholders' general meeting for approval pursuant to the Hong Kong Listing Rules, they shall be subject to the approval by the shareholders' general meeting.

Before Amendment	After Amendment
Article 21	**Article 21**
When the Company conducts related-party transactions relating to its ordinary course of business that fall within items (11) to (18) of Article 12 and items (7) to (8) of Article 13 of these Rules with related parties, it shall make disclosures and perform the corresponding review/approval procedures in accordance with the following provisions: ……	When the Company conducts related-party transactions relating to its ordinary course of business with related parties, such as purchasing raw materials, fuel or power; providing or receiving services; selling products or goods; and contracting for projects ~~that fall within items (11) to (18) of Article 12 and items (7) to (8) of Article 13 of these Rules with related parties~~, it shall make disclosures and perform the corresponding review/approval procedures in accordance with the following provisions: ……

Before Amendment	After Amendment
Article 22	**Article 22**
Where a related party transaction between the listed company and its related parties (excluding cash assets donated to the listed company and guarantees provided) involves an amount of RMB30 million or more and accounts for 5% or more of the absolute value of the listed company's most recently audited net assets, such transaction shall, in addition to being disclosed in a timely manner, be subject to an assessment or audit of the subject matter of the transaction by an intermediary institution qualified to engage in securities and futures-related business, engaged in accordance with the requirements of the Listing Rules of the Shenzhen Stock Exchange, and shall be submitted to the general meeting of shareholders for consideration. ……	Where a related party transaction between the ~~listed c~~Company and its related parties (excluding cash assets donated to the listed company and guarantees provided) involves an amount of RMB30 million or more and accounts for 5% or more of the absolute value of the ~~listed c~~Company's most recently audited net assets, such transaction shall, in addition to being disclosed in a timely manner, be subject to an assessment or audit of the subject matter of the transaction by an intermediary institution qualified to engage in securities and futures-related business, engaged in accordance with the requirements of the Listing Rules of the Shenzhen Stock Exchange, and shall be submitted to the general meeting of shareholders for consideration. ……
Article 23	**Article 23**
Where the Company purchases assets from a related party and such transaction is required to be submitted to the general meeting of shareholders for consideration, and the transaction price exceeds the book value of the subject matter of the transaction by more than 100%, if the counterparty has not provided a profit guarantee, compensation commitment or repurchase commitment in respect of the subject matter of the transaction within a specified period, the Company shall explain the specific reasons therefor, whether relevant protective measures have been taken, and whether such transaction is conducive to protecting the interests of the listed company and the legitimate rights and interests of minority shareholders. ……	Where the Company purchases assets from a related party and such transaction is required to be submitted to the general meeting of shareholders for consideration, and the transaction price exceeds the book value of the subject matter of the transaction by more than 100%, if the counterparty has not provided a profit guarantee, compensation commitment or repurchase commitment in respect of the subject matter of the transaction within a specified period, the Company shall explain the specific reasons therefor, whether relevant protective measures have been taken, and whether such transaction is conducive to protecting the interests of the ~~listed c~~Company and the legitimate rights and interests of minority shareholders. ……

Before Amendment	After Amendment
Article 28	**Article 28**
When the board of directors of the Company deliberates on related party transactions, directors with a related party interest shall abstain from voting and shall not exercise voting rights on behalf of other directors. The board meeting shall be convened with the attendance of more than half of the non-related directors, and resolutions of the board meeting shall be passed by a majority of the non-related directors. Where the number of non-related directors attending the board meeting is less than three, the listed company shall submit the transaction to the general meeting of shareholders for consideration. ……	When the board of directors of the Company deliberates on related party transactions, directors with a related party interest shall abstain from voting and shall not exercise voting rights on behalf of other directors. The board meeting shall only be convened with the attendance of more than half of the non-related directors, and resolutions of the board meeting shall be passed by a majority of the non-related directors. Where the number of non-related directors attending the board meeting is less than three, the ~~listed c~~Company shall submit the transaction to the general meeting of shareholders for consideration. ……
Article 36	**Article 36**
Pursuant to the Listing Rules of the Shenzhen Stock Exchange, related party transactions between the Company and related legal persons (or other organizations) involving a transaction amount exceeding RMB3,000,000 and accounting for more than 0.5% of the absolute value of the listed company's most recently audited net assets shall be approved by a majority of all independent directors before proceeding with the board of directors review procedures, and shall be disclosed in a timely manner.	Pursuant to the Listing Rules of the Shenzhen Stock Exchange, related party transactions between the Company and related legal persons (or other organizations) involving a transaction amount exceeding RMB3,000,000 and accounting for more than 0.5% of the absolute value of the ~~listed c~~ Company's most recently audited net assets shall be approved by a majority of all independent directors before proceeding with the board of directors review procedures, and shall be disclosed in a timely manner.

Before Amendment	After Amendment
Article 44	**Article 44**
The following transactions entered into between the Company and its related parties may be exempt from review and disclosure as related party transactions: (i) One party subscribes in cash for shares, corporate bonds, enterprise bonds, convertible bonds or other derivative instruments issued by the other party to unspecified persons; (ii) One party acts as a member of an underwriting syndicate to underwrite shares, corporate bonds, enterprise bonds, convertible bonds or other derivative instruments issued by the other party to unspecified persons; (iii) One party receives dividends, bonuses or remuneration pursuant to a resolution of the general meeting of shareholders of the other party; (iv) The listed company provides products and services to related natural persons as specified in items (ii) to (iv) of Article 9, paragraph 1 of these Rules on the same terms and conditions as those applicable to non-related persons; (v) Other circumstances as determined by the Shenzhen Stock Exchange.	The following transactions entered into between the Company and its related parties may be exempt from review and disclosure as related party transactions, provided that where such transactions fall within the circumstances requiring the performance of disclosure obligations and review procedures as set out in Section 1 of Chapter 6 of the Listing Rules of the Shenzhen Stock Exchange, the relevant obligations shall still be fulfilled: (i) One party subscribes in cash for shares and their derivative instruments, corporate bonds or enterprise bonds~~, convertible bonds or other derivative instruments~~ issued by the other party to unspecified persons, except where the pre-determined subscribers include related parties; (ii) One party acts as a member of an underwriting syndicate to underwrite shares and their derivative instruments, corporate bonds or enterprise bonds~~, convertible bonds or other derivative instruments~~ issued by the other party to unspecified persons; (iii) One party receives dividends, bonuses or remuneration pursuant to a resolution of the general meeting of shareholders of the other party; (iv) ~~The listed c~~The Company provides products and services to related natural persons as specified in items (ii) to (iv) of Article 9, paragraph 1 of these Rules on the same terms and conditions as those applicable to non-related persons; (v) Other circumstances as determined by the Shenzhen Stock Exchange.

Before Amendment	After Amendment
The following transactions between the Company and its related parties shall be subject to the related party transaction information disclosure obligations and review procedures as set out in these Rules, and the Company may apply to the Shenzhen Stock Exchange for exemption from submission to the general meeting of shareholders for consideration: (i) Transactions conducted through open tendering, public auction or listing to unspecified persons (excluding restricted methods such as invited tendering), except where tendering, auction or similar processes are unlikely to result in a fair price; (ii) Transactions from which the Company unilaterally obtains a benefit without paying any consideration or assuming any obligation, including the receipt of donated cash assets and the obtaining of debt forgiveness; (iii) Transactions where the pricing is stipulated by the state; (iv) Transactions where a related party provides funds to the Company at an interest rate no higher than the Loan Prime Rate and the Company has provided no corresponding guarantee. ……	The following transactions between the Company and its related parties shall be subject to the related party transaction information disclosure obligations as set out in these Rules and the review procedures as set out in Section 1 of Chapter 6 of the Listing Rules of the Shenzhen Stock Exchange ~~and review procedures~~, and the Company may apply to the Shenzhen Stock Exchange for exemption from submission to the general meeting of shareholders for consideration pursuant to Article 17: (i) Transactions conducted through open tendering, public auction or listing to unspecified persons (excluding restricted methods such as invited tendering), except where tendering, auction or similar processes are unlikely to result in a fair price; (ii) Transactions from which the Company unilaterally obtains a benefit without paying any consideration or assuming any obligation, including the receipt of donated cash assets and the obtaining of debt forgiveness; (iii) Transactions where the pricing is stipulated by the state; (iv) Transactions where a related party provides funds to the Company at an interest rate no higher than the Loan Prime Rate and the Company has provided no corresponding guarantee. ……

Before Amendment	After Amendment
Article 47	**Article 47**
The terms "above", "within", "below" and "not exceeding" as stated in this policy shall all include the given figure; the terms "excluding", "less than", "more than" and "over" shall all exclude the given figure.	The terms "above", ~~"within", "below"~~ and "not exceeding" as stated in this policy shall all include the given figure; the terms ~~"excluding", "less than", "more than" and~~ "over" shall ~~all~~ exclude the given figure. .....

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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 2:50 p.m. on Monday, 29 June 2026 for considering and, if thought fit, passing, the following resolutions (unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 5 June 2026):

BY WAY OF SPECIAL RESOLUTIONS:

1. To consider and approve the proposal for repurchase and cancellation of part of the restricted A Shares under the 2024 A Share Restricted Share Incentive Scheme;

2. To consider and approve the proposal for reduction of registered share capital and amendments to the Articles of Association and certain internal management policies;

    2.1 To consider and approve the proposal for reduction of registered share capital and amendments to the Articles of Association;

    2.2 To consider and approve the proposal for amendments to the Rules of Procedures for the Shareholders' General Meeting;

    2.3 To consider and approve the proposal for amendments to the Rules of Procedures for the Board of Directors;

BY WAY OF ORDINARY RESOLUTIONS:

3. To consider and approve the proposal for amendments to the Working Rules for Independent Directors;

4. To consider and approve the proposal for amendments to the Director and Senior Management Remuneration Management Policy;

5. To consider and approve the proposal for amendments to the Related-party Transaction Decision-Making Policy;

6. To consider and approve the proposal for Directors' remuneration scheme.

By order of the Board
Tianqi Lithium Corporation
Jiang Anqi
Chairlady of the Board and Executive Director

Chengdu, the PRC, 5 June 2026

As at the date of this notice, the Board comprises Ms. Jiang Anqi, Mr. Jiang Weiping and Mr. Ha, Frank Chun Shing as executive directors, and Mr. Chau Siu Lun, Ms. Li Yuedong and Mr. Zhang Yanqing as independent non-executive directors.

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.

(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 will be closed from Wednesday, 24 June 2026 to Monday, 29 June 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 Wednesday, 24 June 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 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 Tuesday, 23 June 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 EGM will adopt a combination of both on-site voting and online voting (online voting is only applicable to A Shareholders) for attending and voting at the meeting.

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