

IMPORTANT

IMPORTANT: If you are in any doubt about any of the contents of this Prospectus, you should obtain independent professional advice.

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)

| | |
|-------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Number of Offer Shares under the Global Offering | : 164,122,200 H Shares (subject to adjustment and the Over-allotment Option) |
| Number of Hong Kong Offer Shares | : 16,412,400 H Shares (subject to adjustment) |
| Number of International Offer Shares | : 147,709,800 H Shares (subject to adjustment and the Over-allotment Option) |
| Offer Price (subject to a Downward Offer Price Adjustment) | : not more than HK\$82.00 and not less than HK\$69.00 per H Share, plus brokerage of 1%, FRC transaction levy of 0.00015%, a SFC transaction levy of 0.0027% and a Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars (If the Offer Price is set at 10% below the bottom end of the indicative Offer Price range after making a Downward Offer Price Adjustment, the Offer Price will be HK\$62.10 per Hong Kong Offer Share) and subject to refund) |
| Nominal value | : RMB1.00 per H Share |
| Stock code | : 9696 |

Joint Sponsors, Joint Global Coordinators, Joint Bookrunners, and Joint Lead Managers

Morgan Stanley

CICC 中金公司

招銀國際
CMB INTERNATIONAL

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



BNP PARIBAS

CREDIT SUISSE



Joint Bookrunners and Joint Lead Managers

中國銀河國際
CHINA GALAXY INTERNATIONAL

富途證券

華泰國際
HUATAI INTERNATIONAL

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Prospectus.

A copy of this Prospectus, having attached thereto the documents specified in the section headed "Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display" in Appendix IX to this Prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this Prospectus or any other documents referred to above.

The Offer Price is expected to be determined by agreement between the Company and the Joint Representatives (on behalf of the Underwriters) on the Price Determination Date. The Price Determination Date is expected to be on or around Wednesday, July 6, 2022 (Hong Kong time) or such later date as may be agreed by the Company and the Joint Representatives, but in any event no later than Thursday, July 7, 2022 (Hong Kong time). The Offer Price is expected to be not more than HK\$82.00 per Offer Share and is expected to be not less than HK\$69.00 per Offer Share (subject to a Downward Offer Price Adjustment). Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$82.00 for each Hong Kong Offer Share together with brokerage of 1%, FRC transaction levy of 0.00015%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is lower than HK\$82.00. If, for any reason, the Offer Price is not agreed by Thursday, July 7, 2022 (Hong Kong time) between the Joint Representatives (for itself and on behalf of the Underwriters) and the Company, the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse.

The Joint Representatives (on behalf of the Underwriters, and with the Company's consent) may reduce the number of Hong Kong Offer Shares being offered under the Global Offering and/or the indicative Offer Price range below that is stated in this Prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, a notice of the reduction of the number of Hong Kong Offer Shares and/or the indicative Offer Price range will be published on the website of the Stock Exchange at www.hkex.com.hk and our website at www.tianqilithium.com as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. Further details are set forth in the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this Prospectus.

We are incorporated, and a majority part of our businesses are located, in the PRC. Potential investors should be aware of the differences in the legal, economic and financial systems between the PRC and Hong Kong and that there are different risk factors relating to investments in PRC-incorporated companies. Potential investors should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong and should take into consideration the different market nature of our Shares. Such differences and risk factors are set out in the section headed "Risk Factors", "Regulatory Environment", "Appendix VI—Summary of Principal PRC and Hong Kong Law and Regulatory Provisions" and "Appendix VII—Summary of the Articles of Association" in this Prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, and to procure applicants for the subscription for, the Hong Kong Offer Shares, are subject to termination by the Joint Representatives (for itself and on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. Please refer to the section headed "Underwriting" in this Prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may be offered and sold only (a) in the United States to "Qualified Institutional Buyer" in reliance on Rule 144A or another exemption from, or in a transaction not subject to, registration under the U.S. Securities Act, which Qualified Institutional Buyer is also a "Qualified Purchaser" within the meaning of Section 2(a)(51) of the U.S. Investment Company Act of 1940, as amended, and (b) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

Thursday, June 30, 2022

IMPORTANT

IMPORTANT NOTICE TO INVESTORS:

FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of this Prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.

This Prospectus is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk under the “HKEXnews > New Listings > New Listing Information” section, and our website at www.tianqilithium.com. If you require a printed copy of this Prospectus, you may download and print from the website addresses above.

To apply for the Hong Kong Offer Shares, you may:

- (a) apply online through the **White Form eIPO** service at www.eipo.com.hk; or
- (b) apply through the **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:
 - (i) instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf; or
 - (ii) (if you are an existing **CCASS Investor Participant**) giving **electronic application instructions** through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC’s Customer Service Centre at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of this Prospectus are identical to the printed document as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

If you are an **intermediary, broker** or **agent**, please remind your customers, clients or principals, as applicable, that this Prospectus is available online at the website addresses above.

Please refer to the section headed “How to Apply for the Hong Kong Offer Shares” in this Prospectus for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

IMPORTANT

Your application through the **White Form eIPO** service or by **electronic application instructions** to HKSCC must be for a minimum of 200 Hong Kong Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

| No. of Hong Kong Offer Shares applied for | Amount payable on application | No. of Hong Kong Offer Shares applied for | Amount payable on application | No. of Hong Kong Offer Shares applied for | Amount payable on application | No. of Hong Kong Offer Shares applied for | Amount payable on application |
|-------------------------------------------|-------------------------------|-------------------------------------------|-------------------------------|-------------------------------------------|-------------------------------|-------------------------------------------|-------------------------------|
| | <i>HKS</i> | | <i>HKS</i> | | <i>HKS</i> | | <i>HKS</i> |
| 200 | 16,565.28 | 4,000 | 331,305.75 | 60,000 | 4,969,586.22 | 800,000 | 66,261,149.60 |
| 400 | 33,130.58 | 5,000 | 414,132.19 | 70,000 | 5,797,850.59 | 900,000 | 74,543,793.30 |
| 600 | 49,695.86 | 6,000 | 496,958.62 | 80,000 | 6,626,114.96 | 1,000,000 | 82,826,437.00 |
| 800 | 66,261.15 | 7,000 | 579,785.06 | 90,000 | 7,454,379.33 | 2,000,000 | 165,652,874.00 |
| 1,000 | 82,826.43 | 8,000 | 662,611.49 | 100,000 | 8,282,643.70 | 3,000,000 | 248,479,311.00 |
| 1,200 | 99,391.73 | 9,000 | 745,437.94 | 200,000 | 16,565,287.40 | 4,000,000 | 331,305,748.00 |
| 1,400 | 115,957.01 | 10,000 | 828,264.37 | 300,000 | 24,847,931.10 | 5,000,000 | 414,132,185.00 |
| 1,600 | 132,522.30 | 20,000 | 1,656,528.74 | 400,000 | 33,130,574.80 | 6,000,000 | 496,958,622.00 |
| 1,800 | 149,087.59 | 30,000 | 2,484,793.11 | 500,000 | 41,413,218.50 | 7,000,000 | 579,785,059.00 |
| 2,000 | 165,652.88 | 40,000 | 3,313,057.48 | 600,000 | 49,695,862.20 | 8,000,000 | 662,611,496.00 |
| 3,000 | 248,479.31 | 50,000 | 4,141,321.85 | 700,000 | 57,978,505.90 | 8,206,200 ⁽¹⁾ | 679,690,307.31 |

Note:

(1) Maximum number of Hong Kong Offer Shares you may apply for.

No application for any other number of Hong Kong Offer Shares will be considered and any such application is liable to be rejected.