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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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This circular, for which the directors (“**Directors**”) of Ganfeng Lithium Group Co., Ltd. (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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 in this circular misleading. All opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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

**If you have sold or otherwise transferred** all your shares in the Company, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, licensed corporation, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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

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

**(Stock Code: 1772)**

- (1) **ENGAGEMENT OF DOMESTIC AND OVERSEAS AUDITORS AND THE INTERNAL CONTROL AUDITORS FOR 2023**
- (2) **THE REMUNERATION OF DOMESTIC AND OVERSEAS AUDITORS AND THE INTERNAL CONTROL AUDITORS FOR 2023**
- (3) **DETERMINATION OF DIRECTORS’ EMOLUMENTS**
- (4) **DETERMINATION OF SUPERVISORS’ EMOLUMENTS**
- (5) **PROFIT DISTRIBUTION PROPOSAL FOR 2022**
- (6) **GRANT OF GENERAL MANDATE TO THE BOARD**
- (7) **GENERAL MANDATE TO ISSUE DOMESTIC AND OVERSEAS DEBT FINANCING INSTRUMENTS**
- (8) **PROPOSED AMENDMENTS TO THE EXTERNAL DONATIONS AND SPONSORSHIPS MANAGEMENT SYSTEM**
- (9) **PROPOSED AMENDMENTS TO THE VENTURE CAPITAL INVESTMENT MANAGEMENT SYSTEM**
- (10) **VENTURE CAPITAL INVESTMENT WITH SELF-OWNED FUNDS**
- (11) **CONTINUING RELATED-PARTY TRANSACTIONS FORECAST BETWEEN THE COMPANY AND LITHIUM AMERICAS FOR 2023**
- AND
- (12) **NOTICE OF THE 2022 AGM**

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The notice convening the AGM to be held at the Conference Room at 4th Floor, R&D Building at the Company’s Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, PRC on Thursday, June 29, 2023 at 9:00 a.m.; and the form of proxy for use at and the reply slip in relation to the AGM were despatched by the Company on May 19, 2023 and also published and available for downloading on the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.com.hk](http://www.hkexnews.com.hk) and of the Company at [www.ganfenglithium.com](http://www.ganfenglithium.com).

The 2022 AGM of the Company will be held at the Conference Room at 4th Floor, R&D Building at the Company’s Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, PRC on Thursday, June 29, 2023 at 9:00 a.m.; Notice of the AGM is set out on pages 30 to 32 of this circular.

Whether or not you intend to attend the AGM, you are advised to complete and return the form of proxy in respect of the AGM in accordance with the instructions printed thereon as soon as possible and, in any event, not less than 24 hours prior to the commencement of such meeting or any adjournments thereof, (i.e., not later than Wednesday, June 28, 2023 at 9:00 a.m. (Hong Kong time)). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

May 19, 2023

*Note:* in case of any inconsistency between the Chinese version and the English version, the English version shall prevail.

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## DEFINITIONS

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

“AGM” or “2022 AGM”	the 2022 annual general meeting of the Company to be held on Thursday, June 29, 2023 at the Conference Room, 4th Floor, R&D Building at the Company’s Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, PRC
“Articles of Association”	the articles of association of the Company with effect from September 30, 2022, as amended from time to time
“A Share(s)”	the RMB denominated ordinary share(s) of the Company, with a nominal value of RMB1.00 each, which are listed and traded on the SZSE
“A Shareholder(s)”	holders of A Shares
“Board”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“Cash Dividends”	the cash dividend of RMB10.0 (tax inclusive) proposed to be distributed for every ten (10) Shares to all Shareholders with the undistributed profit based on the total share capital of the Company as at the record date at the time of distribution of annual profit
“Company”	Ganfeng Lithium Group Co., Ltd. (江西贛鋒鋰業集團股份有限公司), a joint stock company with limited liability established in the PRC whose A Shares and H Shares are listed on the SZSE (stock code: 002460) and on the Main Board of Stock Exchange (stock code: 1772), respectively
“Company Law”	Company Law of the People’s Republic of China, as amended from time to time
“connected person(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)

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## DEFINITIONS

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“Director(s)”	the director(s) of the Company
“External Donations and Sponsorships System”	the external donations and sponsorships system of the Company adopted on August 26, 2020, and proposed to be amended on the 2022 AGM
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed and traded on the Stock Exchange
“H Shareholder(s)”	holders of H Shares
“HK\$” or “Hong Kong dollars” “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	May 16, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Lithium Americas”	Lithium Americas Corp., a stock-sharing associate of the Company
“PRC”	the People’s Republic of China and, for the purpose of this circular, excluding Hong Kong, Macao Special Administrative Region and Taiwan
“Profit Distribution Proposal for 2022”	the profit distribution proposal of the Company for 2022 involving the distribution of the Cash Dividends, more particularly set out in “Appendix I—Business to be Considered in the 2022 AGM—E. TO CONSIDER AND APPROVE THE PROFIT DISTRIBUTION PROPOSAL FOR 2022”

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## DEFINITIONS

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“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	Securities Law of the People’s Republic of China, as amended from time to time
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	holder(s) of Share(s) of the Company
“Shenzhen Listing Rules”	the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange (深圳證券交易所股票上市規則), as amended from time to time
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“SZSE”	the Shenzhen Stock Exchange
“Venture Capital Investment Management System”	the venture capital investment management system of the Company adopted on April 14, 2015, and proposed to be amended on the 2022 AGM
“%”	per cent

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LETTER FROM THE BOARD

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

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

**(Stock Code: 1772)**

*Executive Directors:*

Mr. LI Liangbin  
Mr. WANG Xiaoshen  
Ms. DENG Zhaonan  
Mr. SHEN Haibo

*Registered Office:*

Longteng Road,  
Economic Development Zone  
Xinyu City,  
Jiangxi Province, PRC

*Non-executive Directors:*

Mr. YU Jianguo  
Ms. YANG Juan

*Principal Place of Business in Hong Kong:*

40/F, Dah Sing Financial Centre  
248 Queen's Road East  
Wanchai  
Hong Kong

*Independent non-executive Directors:*

Ms. XU Yixin  
Mr. Wang Jinben  
Ms. WONG Sze Wing  
Mr. XU Guanghua

May 19, 2023

*To the Shareholders*

Dear Sir or Madam,

- (1) ENGAGEMENT OF DOMESTIC AND OVERSEAS AUDITORS AND THE INTERNAL CONTROL AUDITORS FOR 2023**
- (2) THE REMUNERATION OF DOMESTIC AND OVERSEAS AUDITORS AND THE INTERNAL CONTROL AUDITORS FOR 2023**
- (3) DETERMINATION OF DIRECTORS' EMOLUMENTS**
- (4) DETERMINATION OF SUPERVISORS' EMOLUMENTS**
- (5) PROFIT DISTRIBUTION PROPOSAL FOR 2022**
- (6) GRANT OF GENERAL MANDATE TO THE BOARD**
- (7) GENERAL MANDATE TO ISSUE DOMESTIC AND OVERSEAS DEBT FINANCING INSTRUMENTS**
- (8) PROPOSED AMENDMENTS TO THE EXTERNAL DONATIONS AND SPONSORSHIPS MANAGEMENT SYSTEM**
- (9) PROPOSED AMENDMENTS TO THE VENTURE CAPITAL INVESTMENT MANAGEMENT SYSTEM**
- (10) VENTURE CAPITAL INVESTMENT WITH SELF-OWNED FUNDS**
- (11) CONTINUING RELATED-PARTY TRANSACTIONS FORECAST BETWEEN THE COMPANY AND LITHIUM AMERICAS FOR 2023 AND**
- (12) NOTICE OF THE 2022 AGM**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide you with the notice of AGM, and information on the resolutions to be considered at the AGM to enable you to make informed decisions on whether to vote for or against such resolutions at the AGM.

### 2. BUSINESS TO BE CONSIDERED AT THE AGM

Ordinary resolutions to be proposed at the AGM for the consideration and approval of the Shareholders include: (a) engagement of domestic and overseas auditors and the internal control auditors for 2023; (b) the remuneration of domestic and overseas auditors and the internal control auditors for 2023; (c) determination of Directors' emoluments; (d) determination of Supervisors' emoluments; (e) proposed amendments to the External Donations and Sponsorships Management System; and (f) proposed amendments to the Venture Capital Investment Management System.

Special resolutions to be proposed at the AGM for the consideration and approval of the Shareholders include: (a) Profit Distribution Proposal for 2022; (b) grant of general mandate to the Board; (c) grant of general mandate to issue domestic and overseas debt financing instruments; (d) venture capital investment with self-owned funds and (e) continuing related-party transactions forecast between the Company and Lithium Americas for 2023.

Business to be considered at the AGM are elaborated on pages 4 to 20 of this circular. In order to enable you to have a better understanding of the resolutions to be proposed at the AGM and to make informed decisions thereon, the Company has provided detailed information in relation to business to be considered at the 2022 AGM at Appendix I to this circular.

### 3. THE AGM

Notice of the AGM is set out on pages 30 to 32 of this circular.

Pursuant to the Hong Kong Listing Rules and the Articles of Association, any vote of the Shareholders at a general meeting shall be taken by poll except where the chairman of such meeting, 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. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under the Hong Kong Listing Rules.

To the best knowledge of the Directors after making all reasonable enquiries, according to the Shenzhen Listing Rules, Mr. Wang Xiaoshen and his related persons are required to abstain from voting in respect of the resolution regarding the continuing related-party transactions forecast between the Company and Lithium Americas for 2023.

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## LETTER FROM THE BOARD

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To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, there is (i) no voting trust or other agreement or arrangement or understanding entered into by or binding upon any Shareholder; and (ii) no obligation or entitlement of any Shareholder as at the Latest Practicable Date, whereby he/she has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his/her Shares to a third party, either generally or on a case-by-case basis. Accordingly, to the best knowledge, information and belief of the Directors, there exists no discrepancy between any Shareholder's beneficial shareholding interest in the Company and the number of Shares in respect of which such Shareholder will control or will be entitled to exercise control over the voting right at the AGM.

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

#### **4. RECOMMENDATION**

The Board considers that the resolutions set out in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders eligible to vote at the AGM to attend and vote in favour of the resolutions.

#### **5. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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.

#### **6. GENERAL**

You are advised to pay attention to other information as set out in the appendices.

Yours faithfully  
By Order of the Board  
**GANFENG LITHIUM GROUP CO., LTD.**  
**LI Liangbin**  
*Chairman*

**A. TO CONSIDER AND APPROVE THE RESOLUTION IN RELATION TO THE ENGAGEMENT OF DOMESTIC AND OVERSEAS AUDITORS AND THE INTERNAL CONTROL AUDITORS FOR 2023**

The audit committee of the Board (the “**Audit Committee**”) has reviewed the practices, integrity and other relevant information of Ernst & Young Hua Ming LLP (“**Ernst & Young Hua Ming**”) and Ernst & Young (“**Ernst & Young**”), and is of the view that each of Ernst & Young Hua Ming and Ernst & Young has met the qualifications prescribed under the Articles of Association. As such, the Company proposes (i) to engage Ernst & Young Hua Ming as the domestic auditor (to assist the Company in preparing the 2023 financial report in accordance with the PRC Accounting Standards for Business Enterprises) as well as the internal control auditor; and (ii) to appoint Ernst & Young as the overseas auditor (to assist the Company in preparing the 2023 financial report in accordance with the International Financial Reporting Standards). Ernst & Young Hua Ming and Ernst & Young are in possession of the required practice qualifications and are able to fulfill the audit requirements for the year of 2023 of the Company.

The aforesaid resolution was considered and approved at the 57th meeting of the fifth session of the Board, and is hereby proposed at the AGM for the Shareholders’ consideration and approval.

**B. THE REMUNERATION OF DOMESTIC AND OVERSEAS AUDITORS AND THE INTERNAL CONTROL AUDITORS FOR 2023**

Reference is made to Article 217 of the Articles of Association.

Considering the prevailing industrial standards, the estimated audit work of the Company for 2022 and the remuneration of domestic and overseas auditors and the internal control auditors for 2022, the estimated annual cap of the remuneration of Ernst & Young Hua Ming and Ernst & Young for 2023 are as follows:

<b>Item</b>	<b>Amount for 2022</b>	<b>Estimated annual cap for 2023</b>
Domestic auditor (annual audit)	RMB2,400,000	RMB2,800,000
International auditor (annual audit)	RMB2,400,000	RMB2,800,000
Services other than audit	–	RMB600,000

The aforesaid resolution was considered and approved at the 59th meeting of the fifth session of the Board, and, subject to the passing of the ordinary resolution in respect of the engagement of Ernst & Young Hua Ming as the domestic auditor as well as the internal control auditor and Ernst & Young as the overseas auditor, is hereby proposed at the AGM for the Shareholders’ consideration and approval.

**C. TO CONSIDER AND APPROVE THE RESOLUTION IN RELATION TO THE DETERMINATION OF THE DIRECTORS' EMOLUMENTS**

In 2022, for Directors (other than the independent non-executive Directors and external Directors) who received emoluments from the Company, their emoluments shall be determined based on the Company's overall development plan and actual operating performance in 2022 and in accordance with the requirements under the Measurement on Remuneration and Assessment of the Senior Management (《高級管理人員薪酬考核辦法》).

The Measurement on Remuneration and Assessment of the Senior Management prescribes that the remuneration of the senior management shall consist of basic salary and performance bonus. The remuneration shall be based on their respective position as well as the underlying responsibilities, risks and working achievements, whereas the performance bonus shall be determined based on the operating results of the Company, their individual post performance and other appraisal results.

After taking into account the actualities of the Company as well as the working hours and performance of the Directors, the Directors' emoluments for the year of 2022 are as follows:

Name	Position	Emoluments received from the Company in 2022 <i>(RMB0'000, before tax)</i>
LI Liangbin	Chairman and executive Director	132.57
WANG Xiaoshen	Vice chairman and executive Director	106.34
DENG Zhaonan	Executive Director	79.53
SHEN Haibo	Executive Director	89.12
YU Jianguo	Non-executive Director	8.00
YANG Juan	Non-executive Director	8.00
LIU Jun (retired on March 31, 2022)	Independent non-executive Director	2.00
WANG Jinben (appointed on May 25, 2022)	Independent non-executive Director	4.33
WONG Sze Wing	Independent non-executive Director	17.16
XU Yixin	Independent non-executive Director	8.00
XU Guanghua	Independent non-executive Director	8.00

The aforesaid resolution was considered and approved at the 57th meeting of the fifth session of the Board, and is hereby proposed at the AGM for the Shareholders' consideration and approval.

**D. TO CONSIDER AND APPROVE THE RESOLUTION IN RELATION TO THE DETERMINATION OF THE SUPERVISORS' EMOLUMENTS**

In 2022, for Supervisors who received emoluments from the Company, the Company determined their emoluments for 2022 based on the Company's overall development plan, the actual operating results (audited) and the remuneration systems of the Company.

After taking into account the actualities of the Company as well as the working hours and performance of the Supervisors, the Supervisors' emoluments for the year of 2022 are as follows:

<b>Name</b>	<b>Position</b>	<b>Emoluments received from the Company in 2022 (RMB0'000, before tax)</b>
HUANG Hua'an	Supervisor	21.53
ZOU Jian	Supervisor	8.00
GUO Huaping	Supervisor	8.00

The aforesaid resolution was considered and approved at the 57th meeting of the fifth session of the Board, and is hereby proposed at the AGM for the Shareholders' consideration and approval.

**E. TO CONSIDER AND APPROVE THE PROFIT DISTRIBUTION PROPOSAL FOR 2022**

As audited by Ernst & Young, in 2022, the Company recorded net profit of RMB12,423,000,000. After taking into account the undistributed profit at the beginning of the year of RMB3,420,000,000, and deducting the profit of RMB432,000,000 distributed for the year 2022 and the surplus reserves of RMB429,000,000 withdrawn, as of December 31, 2022, profit available for distribution amounted to RMB14,982,000,000, capital reserve amounted to RMB11,830,000,000.

In comprehensive consideration of the industrial features, stage of development, the Company's operation mode and profitability, the Board puts forth the Profit Distribution Proposal for 2022 in accordance with the Articles of Association and the Shareholder Return Plan for the Upcoming Three Years (2022 to 2024)(《未來三年(2022-2024年)股東回報計劃》): to distribute the Cash Dividend of RMB10.0 (tax inclusive) for every ten (10) Shares to all Shareholders with the undistributed profit based on the total share capital as at the record date at the time of distribution of annual profit; no bonus shares will be awarded, nor will any extra Share be issued by way of conversion of capital reserve.

The Cash Dividends proposed to be distributed are all denominated in RMB. Dividends for the A Shareholders and the H Shareholders through the Southbound Trading Link (the “**Southbound Shareholders**”) will be paid in RMB, and dividends for the H Shareholders other than the Southbound Shareholders will be paid in Hong Kong dollars. For Cash Dividends to be paid in Hong Kong dollars, the exchange rate shall be the average of the mid-point rates of RMB against Hong Kong dollars published by the People’s Bank of China for the week prior to the date of approval of declaration of dividends by the AGM. The arrangements concerning the record date for entitlement to the Shareholders’ rights for Southbound Shareholders are the same as those for the holders of H Shares. The remaining undistributed profit and capita reserves will be carried forward to the next year.

For the purpose of determining the entitlement of H Shareholders to the Cash Dividends, the H Share register of members of the Company will be closed from Wednesday, July 5, 2023 to Monday, July 10, 2023 (both days inclusive), during which period no transfer of H Shares will be registered. H Shareholders whose names appear on the H Share register of members of the Company on Monday, July 10, 2023 are entitled to the Cash Dividends. In order to be entitled to receive the Cash Dividends, all instruments of transfers in respect of H Shares, must be lodged for registration with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, July 4, 2023.

### **Taxation**

According to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) and its implementation regulations (the “**EIT Law**”), the tax rate of the enterprise income tax applicable to the income of a non-resident enterprise deriving from the PRC is 10%. For this purpose, any H shares registered under the name of non-individual enterprise, including the H shares registered under the name of HKSCC Nominees Limited, other nominees or trustees, or other organisations or entities, shall be deemed as shares held by non-resident enterprise shareholders (as defined under the EIT Law). The Company will distribute the dividend to those non-resident enterprise shareholders subject to a deduction of 10% enterprise income tax withheld and paid by the Company on their behalf.

Any resident enterprise (as defined under the EIT Law) which has been legally incorporated in the PRC or which was established pursuant to the laws of foreign countries (regions) but has established effective administrative entities in the PRC, and whose name appears on the Company’s H share register should deliver a legal opinion ascertaining its status as a resident enterprise furnished by a qualified PRC lawyer (with the official chop of the law firm issuing the opinion affixed thereon) and relevant documents to Company’s H share register, Computershare Hong Kong Investor Services Limited, in due course, if they do not wish to have the 10% enterprise income tax withheld and paid on their behalf by the Company.

Pursuant to the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guoshuifa (1993) No. 045 Document (《關於國稅發(1993) 045號文件廢止後有關個人所得稅徵管問題的通知》) (the “**Notice**”) issued by the State Administration of Taxation on June 28, 2011, the dividend to be distributed by the PRC non-foreign invested enterprise which has issued shares in Hong Kong to the overseas resident individual shareholders, is subject to the individual income tax with a tax rate of 10% in general. However, the tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries of their residence and the PRC. Thus, 10% individual income tax will be withheld from the dividend payable to any individual shareholders of H Shares whose names appear on the H share register of members of the Company on the record date, unless otherwise stated in the relevant taxation regulations, tax treaties or the Notice.

The Company assumes no responsibilities whatsoever in respect of and will not entertain for any claim arising from any delay in, or inaccurate determination of the status of the Shareholders or any disputes over the mechanism of withholding.

#### **Profit Distribution to Investors of Northbound Trading**

For investors of the Stock Exchange (including enterprises and individuals) investing in the A shares of the Company listed on the SZSE (the “**Northbound Trading**”), their dividends will be distributed in RMB by the Company through the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the holders of A shares of the Company.

**Profit Distribution to Investors of Southbound Trading**

For investors of the Shanghai Stock Exchange and SZSE (including enterprises and individuals) investing in the H shares of the Company listed on the Stock Exchange (the “**Southbound Trading**”), the cash dividends for the investors of H shares of Southbound Trading will be paid in RMB. The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H shares of the Company. As for the relevant taxation policies, pursuant to the relevant requirements under the Notice on the Tax Policies Related to the Pilot Program of the Shanghai Stock Connect (Caishui [2014] No. 81) 《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知((財稅[2014]81號)》) and the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Caishui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2016]127號)》), for dividends received by domestic individual investors from investing in the H shares of the Company listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the Company shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in the H shares of the Company listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The Company will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

Shareholders are advised to consult their tax consultants regarding the tax impacts in the PRC, Hong Kong and other countries (regions) for holding and selling the Company’s shares.

The aforesaid resolution was considered and approved at the 57th meeting of the fifth session of the Board, and is hereby proposed at the AGM for the Shareholders’ consideration and approval.

**F. TO CONSIDER AND APPROVE THE PROPOSED RESOLUTION IN RESPECT OF SEEKING AUTHORIZATION FROM THE GENERAL MEETING OF THE COMPANY OF GRANTING A GENERAL MANDATE TO THE BOARD FOR ISSUING A SHARES OR H SHARES**

1. To grant a general and unconditional mandate to the Board and then to delegate to the chairman of the Board and his authorized person(s) by the Board to determine separately or jointly allot, issue and grant A Shares and/or H Shares, convertible securities, options, warrants, or similar rights of subscribing A Shares or H Shares (the “**Similar Rights**”) of the Company and the terms and conditions for the allotment, issuance and granting of new Shares, including but not limited to:

- (i) class and number of new shares to be issued;
  - (ii) price determination method of new shares and/or issue price (including price range);
  - (iii) the starting and closing dates for the issue;
  - (iv) class and number of the new shares to be issued to the existing shareholders; and/or
  - (v) the making or granting of offers, agreements, options, debt-for-equity right and other relevant rights which might require the exercise of such powers.
2. The numbers of A Shares or H Shares (excluding shares issued in form of capital conversion from capital reserve) to be separately or jointly allotted, issued and granted (whether pursuant to an option or otherwise) by the Board or the chairman of the Board and his authorized person(s) pursuant to the general mandate, shall not exceed 20% of the A Shares or H Shares in issue at the time when this resolution is passed at the AGM, respectively.
3. If the Board or the chairman of the Board and his authorized person(s) have resolved to allot, issue and grant A Shares or/and H Shares or Similar Rights within the Relevant Period as defined below, and the Company has also obtained the relevant approval, permission or registration (if applicable) from the competent regulatory authorities within the validity term of the general mandate, the Board or the chairman of the Board and his authorized person(s) may complete the relevant allotment, issuance and granting works within the validity term of such approval, permission or registration.
4. To grant the Board or the chairman of the Board and his authorized person(s) to obtain approvals from the relevant government authorities and/or regulatory authorities (if applicable) in accordance with applicable laws (including but not limited to the Company Law of the PRC, the Hong Kong Listing Rules and Shenzhen Listing Rules) for the exercising of the general mandate.
5. The general mandate will become effective from the date of passing of this resolution at the AGM until the earlier of (the “**Relevant Period**”):
  - (i) the expiration of 12 months from the date of passing of this resolution at the AGM;
  - (ii) the conclusion of 2023 annual general meeting of the Company; or
  - (iii) the revocation or amendment of the general mandate granted under this resolution by the approval of special resolution at a general meeting by the Shareholders.

6. To grant the Board or the chairman of the Board and his authorized person(s) to approve, execute and make or procure to execute and make any documents, deeds and matters, complete necessary formalities, adopt other necessary actions in connection with the allotment, issuance and granting of any new Shares in accordance with the general mandate as considered fit.
7. To grant the Board or the chairman of the Board and his authorized person(s) to increase the registered capital of the Company and to make appropriate and necessary amendments to the Articles of Association after completion of the allotment and issuance of new shares according to the method, type and number of the allotment and issuance of new shares by the Company, and the then shareholding structure of the Company.

The aforesaid resolution was considered and approved at the 59th meeting of the fifth session of the Board, and is hereby proposed at the AGM for the Shareholders' consideration and approval.

**G. TO CONSIDER AND APPROVE THE PROPOSAL IN RESPECT OF THE GENERAL MANDATE FOR ISSUE OF DEBT FINANCING INSTRUMENTS DOMESTICALLY OR ABROAD**

As stated in the overseas regulatory announcement of the Company dated April 27, 2023, the Company convened the 59th meeting of the fifth session of the Board on the same day, and considered and approved the proposed resolution in relation to the general mandate for issue of debt financing instruments domestically or abroad, details of which are as follows:

To satisfy the production and operation needs of the Company as well as the infrastructure and operation needs of domestic or overseas projects, replenish working capital, reduce capital cost and make use of favorable opportunities in a timely manner, it is proposed to the AGM to grant a general and unconditional mandate to the Board and then delegate to the chairman of the Board and his authorized person(s) to determine the following specific issue matters within the scope of available debt financing instruments in accordance with relevant laws and regulation, Articles of Association and the actual conditions:

**(I) Major Terms of the Issue of Debt Financing Instruments**

1. Type of the debt financing instruments: The relevant debt financing instruments include but not limited to short-term financing bonds, super-short term financing bonds, medium term notes, non-public targeted debt financing instruments, corporate bonds, company bonds, A share or H share convertible bonds, offshore RMB bonds and foreign currency bonds, perpetual bonds and other domestic and abroad debt financing instruments denominated in RMB or foreign currency permitted by competent regulatory authority.

2. Size of issue: The issue size of the domestic and offshore debt financing instruments of this mandate shall not be more than RMB10 billion or equivalent amount in foreign currency (calculated based on the outstanding payable balance after the issue, while for the issue denominated in a foreign currency, calculated based on median discount price published by the People's Bank of China on the date of such issue), which can be issued either one-off or in tranches within the definite validity period.
3. Currency of issue: The currency of issue shall be determined based on the review and approval results of debt financing instruments and the domestic and overseas market conditions of debt financing instruments at the time of the issue, which may be RMB or foreign currency debt financing instruments.
4. Term and interest rate: The maximum term shall be no more than 15 years, which is applicable to a single-term type or a combination of types with multiple terms; Domestic debt financing instruments without a fixed term are not subject to the aforementioned term limit. The specific composition of terms, size of issue and interest rate of each type with different terms shall be determined based on the relevant requirements and the market conditions by the Board or the chairman of the Board and his authorized persons.
5. Issuer: The issuer shall be the Company or a domestic or offshore wholly-owned subsidiary or a special purpose vehicle of the Company, and in the case of a domestic or offshore wholly-owned subsidiary or a special purpose company of the Company as the issuer of the debt financing instruments, the Company can provide guarantees (including the guarantee provided by the issuer of the debt financing instrument itself and/or such guarantee provided by the Company) to such subsidiaries or special purpose company within the issue size of its debt financing instruments, issue a keepwell agreement or adopt third party credit enhancement conventional methods.
6. Issue price: the specific issue price shall be determined by the Board or the chairman of the Board and his authorized persons according to relevant regulations and market conditions.
7. Use of proceeds: after deducting the issue expenses, the proceeds to be raised from the proposed issue of the debt financing instruments are intended to be used towards meeting the demand of the Company's daily operations, repaying loans, replenishing its working capital and/or other investment acquisition purposes, and the specific use of proceeds shall be determined by the Board or the chairman of the Board and his authorized persons according to the capital needs of the Company from time to time.

8. Method of issue: method of issue shall be determined based on the review and results of issue approval of debt financing instruments and the domestic and overseas bond market conditions at the time of the issue of debt financing instruments.
9. If A Share or H Share convertible bonds are to be issued, and upon the request of share conversion applied by holders of convertible bonds, the new A Shares or H Shares generated thereof may be issued under the relevant general mandate considered and approved at the AGM.
10. The debt financing instruments to be issued are proposed to be listed on the Inter-bank Bond Market, the SZSE, the Hong Kong Stock Exchange or other domestic or foreign exchanges.

**(II) Matters in Relation to the Mandate of Issue of Debt Financing Instruments**

1. It is proposed to the AGM to grant a general and unconditional mandate to the Board and then delegate to the chairman of the Board and his authorized person(s) to decide and deal with all matters relating to the issue of the debt financing instruments at full discretion pursuant to the requirements of relevant laws and regulations and in accordance with the demands of the Company from time to time and the market conditions, including but not limited to:
  - (a) determining and implementing the specific terms and proposal of the issue of debt financing instruments, including but not limited to the establishment and determination of the appropriate issuer, the type of the debt financing instruments to be issued, the method of issue, the currency of issue, the nominal value of the debt financing instruments, the price of issue, the size of issue, the interest rate of issue or its determination mechanism, the markets for issue, the timing of issue, the term of issue, issue in instalments and number of tranches (if applicable), sale back clause and redemption clause (if applicable), the right to set and increase nominal interest rate, rating, guarantees (if applicable), repayment period, conversion price, use of proceeds, placing, underwriting and all matters in respect of the issue of debt financing instruments.

- (b) carrying out all necessary and ancillary actions and procedures in relation to the issue of debt financing instruments, including but not limited to, select and engage intermediary institutions, handle all approval, registration and filing procedures with the relevant regulatory authorities in connection with the issue on behalf of the Company, sign, revise and execute all necessary documents for the issue, select trustee(s) for the issue of debt financing instruments, formulate rules for meetings of the holders of the debt financing instruments, deal with any related disclosure in accordance with the applicable laws and regulations and requirements from regulatory authorities, and deal with any other matters in connection with the bond issue and trading.
  - (c) subject to the authorization at the AGM, if there are changes in the regulatory policies or market conditions, correspondingly revising the specific proposals and terms of the proposal for the issue of debt financing instruments in due course in accordance with the view of regulatory authorities or in the event that there are changes in the then market conditions, or determining whether to continue relevant issues based on actual situations, except for matters that require approval at the general meeting of the Company in respect of relevant laws, regulations and the Articles of Association.
  - (d) deciding and dealing with all relevant matters in connection with the proposed listing of debt financing instruments to be issued on the Inter-bank Bond Market, the SZSE, the Hong Kong Stock Exchange or other domestic or foreign exchanges according to the market conditions.
  - (e) to handle any other specific matters relating to the issuance of debt financing instruments and to sign all relevant or required documents.
- 2. To further authorize to the Board and then to delegate to the chairman of the Board and his authorized person(s) to execute all matters in connection with the issue of debt financing instruments based on the Company's needs and other market conditions upon approval and authorization in respect of the above matters at the AGM.
  - 3. To authorize the chairman of the Board and his authorized person(s) to approve, execute and dispatch relevant documents, announcements and circulars and make information disclosure in accordance with the applicable rules and regulations of the relevant jurisdictions where the securities of the Company are listed.

**(III) Term of the Issue of Debt Financing Instrument**

The mandate of the issue of the debt financing instruments shall be effective from the date of approval at the AGM to the date of convening the 2023 annual general meeting.

If the Board or the chairman of the Board and his authorized person(s) have resolved to issue the debt financing instruments within the validity term of the mandate and the Company has also obtained the approval, permission or registration (if applicable) for the issuance from the competent regulatory authorities within the validity term of the mandate, the Board or the chairman of the Board and his authorized person(s) may complete the issue of such debt financing instruments within the validity term of such approval, permission or registration.

If the proposal is approved by the AGM, the decision of the Board and the issue of debt financing instruments domestically or abroad shall be made in accordance with the proposal within the validity period of the said mandate to issue debt financing instruments.

The aforesaid resolution was considered and approved at the 59th meeting of the fifth session of the Board, and is hereby proposed at the AGM for the Shareholders' consideration and approval.

**H. PROPOSED AMENDMENTS TO THE EXTERNAL DONATIONS AND SPONSORSHIPS MANAGEMENT SYSTEM**

The Board is pleased to announce that, on April 27, 2023, it was agreed to amend the External Donations and Sponsorships Management System, in order to enhance the Company's social responsibility image, fulfill its social responsibility and support social welfare projects.

Please refer to Appendix II to this circular for the details of the proposed amendments to the External Donations and Sponsorships Management System.

Except for the proposed amendments to the External Donations and Sponsorships Management System as set out in Appendix II to this circular, the other provisions of the External Donations and Sponsorships Management System shall remain unchanged and be in full force and valid. The External Donations and Sponsorships Management System is prepared in Chinese without official English version. Any English translation thereof is for reference only. In the event of inconsistency, the Chinese version shall prevail.

The aforesaid resolution was considered and approved at the 59th meeting of the fifth session of the Board, and is hereby proposed at the AGM for the Shareholders' consideration and approval.

**I. PROPOSED AMENDMENTS TO THE VENTURE CAPITAL INVESTMENT MANAGEMENT SYSTEM**

The Board is pleased to announce that, on April 27, 2023, it was agreed to amend the Venture Capital Investment Management System to strengthen the management of the Company's venture capital investment activities and standardize the Company's venture capital investment behavior, ensuring the legality and effectiveness of venture capital investment, improving the efficiency of fund utilization and enhancing the sustainable development ability of the enterprise to promote the stable development of the Company in the long term.

Please refer to Appendix III to this circular for the details of the proposed amendments to the Venture Capital Investment Management System.

Except for the proposed amendments to the Venture Capital Investment Management System as set out in Appendix III to this circular, the other provisions of the Venture Capital Investment Management System shall remain unchanged and be in full force and valid. The Venture Capital Investment Management System is prepared in Chinese without official English version. Any English translation thereof is for reference only. In the event of inconsistency, the Chinese version shall prevail.

The aforesaid resolution was considered and approved at the 59th meeting of the fifth session of the Board, and is hereby proposed at the AGM for the Shareholders' consideration and approval.

**J. TO CONSIDER AND APPROVE THE RESOLUTION IN RELATION TO THE VENTURE CAPITAL INVESTMENT WITH SELF-OWNED FUNDS**

Subject to the circumstances that daily working capital needs are fully guaranteed, the normal production and operation of the Company are not affected and the risks are under effective control, the Company proposes to use its self-owned funds of not more than RMB1.5 billion for venture capital investment. The effective period of using the funds shall be within twelve months from the date on which this resolution be considered and approved at the AGM and the funds can be utilized on a rolling basis within the period. The Board only intends to set a cap for such investments and no concrete transaction is proposed to be made for the moment. The Company will comply with the relevant requirements under the Hong Kong Listing Rules as and when appropriate.

Investment purpose: to improve the Company's layout of the new energy industry chain, enhance the efficiency of using its self-owned funds and the level of fund returns.

Cap of investment: aggregate undue amount shall not exceed RMB1.5 billion (inclusive).

Investment scope: investments in stocks and their derivatives, funds and futures, as well as securities investment products targeting the aforesaid investments.

Source of funds: self-owned funds of the Company.

Internal control for the investments: the Company will carry out venture capital investment in strict compliance with the Shenzhen Listing Rules, the Shenzhen Stock Exchange Guidelines for Self-discipline Regulation of Listed Companies No. 1 – the Standard Operation of Listed Companies on the Main Board (《深圳證券交易所上市公司自律監管指引第1號—主板上市公司規範運作》) and other provisions. The Company has formulated the Venture Capital Investment Management System to regulate the venture capital investment management conduct of the Company and facilitate the control of investment risks of the Company.

Investment risks: The financial market is greatly influenced by macroeconomic factors, and there are many uncertain factors when making venture capital. The Company will intervene to such extent as and when appropriate, taking account of the economic situation and changes in financial market, and the actual gain of investment is therefore unpredictable. In addition, the eventuality that such external investment may be affected by market fluctuation cannot be ruled out.

To cope with the investment risks, the Company proposes to take the following measures:

- (1) The Company has formulated Venture Capital Investment Management System and other investment-related decision-making mechanisms to give detailed descriptions on the principle, scope, authority, internal review process, internal reporting procedure, oversight on the capital utilization, responsible departments and person in charge as well as other aspects in relation to venture capital investment, which guard against investment risks effectively. In addition, the Company will also enhance market analysis and research and implement the relevant internal management systems so as to control risks in a strict manner.
- (2) The management shall obtain the approval of the chairman of the Company prior to going through concrete procedures. The department responsible for concrete implementation is required to make analysis on and keep track of the investment directions and project progress in a timely manner. Where any risk factor likely to prejudice the capital security of the Company is identified in the evaluation, countermeasures will be carried out promptly so as to control investment risks.
- (3) The audit department is responsible for the audit and oversight of the venture capital investment projects. It will conduct full inspection on all venture capital investment projects at the end of each financial year, make reasonable projections on the possible income and losses from the venture capital investments according to the principle of prudence, and report to the Audit Committee.

- (4) The Audit Committee shall conduct prior review on the venture capital investment, issue review opinions on the risks, performance of procedures and implementation of internal control systems concerning the venture capital investment, and report to the Board of Directors. The Audit Committee shall conduct inspection on the progress of all venture capital investment projects at the end of each financial year, and report to the Board of Directors of the Company on projects fail to yield the desired benefits in a timely manner.
  
- (5) Independent Directors shall have the rights to supervise and inspect the capital utilization and engage professional institutions for audit when necessary.

The Company, in adherence to the principle of prudent investment and on condition that the daily operations of the Company are assured and the capital is secure, use its self-owned funds to appropriately carry out venture capital investment, which will not affect the normal operation of the principal business of the Company. The moderate venture capital investment is beneficial to take hold of the opportunities arising from the rapid development of new energy industry. Investment in projects with great growth potential and development prospect will facilitate the industrial development of the Company on the one hand, and be conducive to the further improvement of the Company's core competitiveness and profitability and therefore in line with the strategic development orientation of the Company on the other hand.

The Company undertakes that, the term of venture capital investment will neither fall within the period when the idle proceeds are used to temporarily replenish working capital, nor pertain to the 12 months after the use of proceeds are changed into permanent supplements of working capital, or the 12 months after over-raised proceeds are utilized for permanent supplement of working capital or repayment of bank loans.

The Company undertakes that, within 12 months after the venture capital investment conducted, it will not use idle proceeds to temporarily replenish working capital, change the use of proceeds into permanent supplements of working capital, or utilize over-raised proceeds for permanent supplement of working capital or repayment bank loans.

The aforesaid resolution was considered and approved at the 57th meeting of the fifth session of the Board, and is hereby proposed at the AGM for the Shareholders' consideration and approval.

**K. CONTINUING RELATED-PARTY TRANSACTIONS FORECAST BETWEEN THE COMPANY AND LITHIUM AMERICAS FOR 2023**

As Mr. Wang Xiaoshen, being a Director and the president of the Company, also holds directorships in Lithium Americas, a stock-sharing associate of the Company, Lithium Americas is a related legal person of the Company.

According to Chapter 14A of the Hong Kong Listing Rules, Lithium Americas and its ultimate beneficial owners are independent third parties independent of the Company and its connected person (as defined under the Hong Kong Listing Rules). As such, transactions between the Company and Lithium Americas do not constitute connected transactions within the meaning under Chapter 14A of the Hong Kong Listing Rules. Considering the business conducted between the Company and Lithium Americas, the estimated amount of the continuing related-party transactions between the Company and Lithium Americas for 2023 is as follows:

Type of related party contracts	Related party	Subdivision by products or raw materials	Contracted amount or estimated amount	Amount incurred on May 12, 2023 (RMB0'000)	Amount incurred in last year (RMB0'000)
Purchase of raw materials	Lithium Americas	Lithium carbonate	Not more than US\$200 million	–	–

**Pricing Policy and Basis of the Related-Party Transactions**

For purchase of raw materials from and sales of products to the above party made by the Company and its subsidiaries, the financial information of which is consolidated into that of the Company, the transaction amount shall be determined based on the fair market price and conditions in accordance with the principle of openness, fairness and equality. The pricing policy and basis of such transactions shall be determined with reference to the market prices upon negotiation. The Company will, based on the actual conditions of the daily production and operation of the Company, enter into relevant contracts with the related party and implement the transactions concerned. The estimated amount of the related-party transactions is expected to be US\$200,000,000.

**Purpose of the Related-Party Transactions and Impact on the Company**

All purchase of raw materials from and sales of products to the above related party made by the Company its subsidiaries fall within the ordinary business activities of the Company and are conducted following the general market operation rules. Each of the Company and the above related party is an independent legal person and is independent from one another in respect of assets, finance and personnel. The transaction prices are determined based on the fair market price in a fair and reasonable manner, which is beneficial for each party to fully exert their respective industrial edges, and conducive to the reduction of production and operation costs and the improvement of the economic benefits and comprehensive competitiveness of the Company, will do no harm to the interests of the Company and its Shareholders, nor will prejudice the independence of the Company or result in reliance upon such related party.

The aforesaid resolution was considered and approved at the 60th meeting of the fifth session of the Board. The related Director, Mr. Wang Xiaoshen, abstained from voting and did not act on behalf of other Directors, and the remaining nine non-related Directors with voting rights reviewed and unanimously passed the resolution. Pursuant to the Articles of Association, the resolution in relation to the continuing related-party transactions forecast between the Company and Lithium Americas for 2023 is subject to the approval of the Shareholders by way of special resolution at the AGM.





Details of the proposed amendments to the Venture Capital Investment Management System are as follows (deleted texts are presented in strikethrough and additional texts are presented in bold):

No.	Amended Articles
Article 1	<p>In order to standardize the venture capital investment and related information disclosure behavior of <del>Ganfeng Lithium Co., Ltd.</del> <b>Ganfeng Lithium Group Co., Ltd.</b> (the “Company”) <b>and its holding subsidiaries</b>, strengthen risk control, prevent investment risks, and protect the rights and interests of investors and the Company’s interests, in accordance with the Securities Law, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, <del>the Guidelines of the Shenzhen Stock Exchange for the Standardized Operation of Companies Listed on the Small and Medium-Sized Enterprise Board,</del> <b>Self-regulatory Guidelines for the Listed Companies No. 1 – Standardized Operation of the Companies Listed on the Main Board (《上市公司自律監管指引第1號—主板上市公司規範運作》)</b>, <b>Self-regulatory Guidelines for the Companies Listed on the Shenzhen Stock Exchange No. 7 – Transactions and Related Party Transactions (《深圳證券交易所上市公司自律監管指引第7號—交易與關聯交易》)</b>, <b>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</b> and other laws and regulations, regulatory documents and relevant provisions of the Articles of Association, and in consideration of the actual situation of the Company, the System is formulated.</p>
Article 2	<p>The venture capital investment referred to in the System <del>includes investments in stocks and their derivatives, funds, futures and</del> <b>includes investments in securities</b>, real estate as well as <del>securities product investments targeting the above investments,</del> <b>and trust products, as well as futures trading and derivative trading</b>, and other investment behaviors recognized by the Shenzhen Stock Exchange.</p> <p>The following circumstances are not considered as venture capital investment under the System:</p> <ol style="list-style-type: none"> <li data-bbox="357 1498 1396 1576">1. <b>Securities investments and derivative trading behaviors that constitute the main business of the Company and its holding subsidiaries;</b></li> <li data-bbox="432 1630 488 1651">.....</li> <li data-bbox="357 1715 1396 1832">4. <del>For strategic investment purposes,</del> <b>Acquisition of more than 10% of entire share capital of other listed companies and with the intention of holding those securities investments for more than 3 years;</b></li> <li data-bbox="357 1885 1396 1962">5. Investments made before the initial public offering and listing of shares of the Company.</li> </ol>

No.	Amended Articles
	<p>The “securities investments” referred to in the System include new share placing or subscription, securities repurchase, investments in stocks and depositary receipts, bond investment and other investment behaviors recognized by the Stock Exchange.</p> <p>The futures trading referred to in the System refers to trading activities that treat futures contracts or standardized options contracts as the trading targets. The “derivative trading” referred to in the System refers to trading activities that treat swap contracts, forward contracts, non-standardized options contracts, and their portfolios as the trading targets other than futures trading. The underlying assets of futures and derivatives can be securities, indexes, interest rates, exchange rates, currencies, commodities, or a portfolio of the aforementioned targets.</p>
Article 4	<p>The source of funds for <del>t</del>The Company’s venture capital investment shall use is its self-owned funds <del>for venture investment, and</del>. The Company shall arrange and use the funds reasonably, focus on developing its main business, and shall not use raised funds for <del>venture</del> high-risk investment such as securities investments and derivative trading directly or indirectly.</p> <p>The futures products of hedging activities engaged in by the Company shall be limited to products related to the Company’s production and operation or necessary raw materials. The Company is not encouraged to engage in derivative trading for speculative purposes.</p>
Article 8	<p>The System applies to the Company and its holding subsidiaries. Without the Company’s consent, the holding subsidiaries of the Company shall not engage in venture capital investment. If a holding subsidiary intends to engage in venture capital investment, it should first submit the proposal and related materials to the Company, and proceed with the investment after the Company fulfills relevant procedures and obtains approval.</p>

No.	Amended Articles
Article 9	<p>The approval of the Company's venture capital investment shall be strictly carried out in accordance with the authority and approval procedures stipulated in relevant national laws and regulations, as well as the Articles of Association, Procedure Rules for the Shareholders' General Meeting, Procedure Rules for the Board of Directors, and other related rules and regulations of the Company.</p> <p>The approval authority for the Company's venture investment is as follows:</p> <ol style="list-style-type: none"> <li>1. For venture investment made by the Company, it must be submitted to the Board of Directors for consideration;</li> <li>2. For venture investment whose investment amount is more than RMB50 million other than investments in stocks and their derivatives, funds and futures, it shall also be submitted to the shareholders' general meeting for consideration.</li> <li>3. For the Company's investment in stocks and their derivatives, funds and futures, regardless of the investment amount, after consideration by the Board of Directors, it shall also be submitted to the shareholders' general meeting for proposal and obtain the consent of at least two-thirds of all directors and two-thirds of independent directors. For companies in the period of continuous supervision, the sponsoring institution shall provide a clear consent opinion on investments in its stocks and their derivatives, fund and futures.</li> </ol> <p>The authority for the disposal of venture investment by the Company shall be executed in accordance with the above provisions.</p> <p>The Company's venture investment shall be calculated based on the total amount of various venture investments, and the cumulative amount over twelve consecutive months shall be used to determine whether the provisions of the System apply. Investments that have already gone through the relevant procedures in accordance with regulations shall not be included in the cumulative calculation.</p>

No.	Amended Articles
	<p data-bbox="352 304 692 331"><b>(I) Securities investment</b></p> <p data-bbox="429 391 1390 932">Making securities investment, the Company may make a reasonable estimate of investment scope, amount, and maturity within the next twelve months. If the investment amount accounts for more than 10% of the Company's latest audited net assets and the absolute amount exceeds RMB10 million, the investment shall be considered and approved by the Board of Directors before the investment is made, and the Company shall fulfill its information disclosure obligations in a timely manner; if the investment amount accounts for more than 50% of the Company's latest audited net assets and the absolute amount exceeds RMB50 million, it shall also be submitted to the shareholders' general meeting for consideration. The investment of relevant amount shall be made within 12 months, and the transaction amount (including the relevant amount of reinvesting the returns from the aforementioned investment) at any time point during the period shall not exceed the investment amount.</p> <p data-bbox="352 991 804 1019"><b>(II) Futures and derivative trading</b></p> <p data-bbox="429 1078 1390 1189">If the futures and derivative trading falls under any of the following circumstances, it should be submitted to the shareholders' general meeting for consideration after being considered and approved by the Board of Directors:</p> <ol data-bbox="429 1249 1390 1789" style="list-style-type: none"> <li data-bbox="429 1249 1390 1491">1. The estimated cap of trading deposits and premiums to be used (including the value of collateral provided for trading, the expected utilization of credit lines from financial institutions, and deposit reserved for emergency measures, etc., the same below) accounting for more than 50% of the Company's latest audited net profit and the absolute amount exceeding RMB5 million;</li> <li data-bbox="429 1551 1390 1661">2. The estimated highest contract value held on any trading day accounting for more than 50% of the Company's latest audited net assets and the absolute amount exceeding RMB50 million;</li> <li data-bbox="429 1721 1390 1789">3. Futures and derivative trading engaged in by the Company not for the purpose of hedging activities.</li> </ol>

No.	Amended Articles
	<p data-bbox="432 306 1390 634">If it is difficult for the Company to fulfill procedures for consideration and disclosure obligations for each futures and derivative trading due to trading frequency and time requirements, etc., the Company may make a reasonable estimate and consideration of the scope, amount, and maturity of futures and derivative trading within the next twelve months. The investment of relevant amount shall be made within 12 months, and the amount (including the relevant amount of reinvesting the returns from the aforementioned trading) at any time point during the period shall not exceed the considered amount.</p> <p data-bbox="432 689 1390 804">If the Company engages in futures and derivatives trading, it shall prepare a feasibility analysis report and submit the same to the Board of Directors for consideration, and the independent directors shall express specific opinions.</p> <p data-bbox="357 859 831 889"><b>(III) Other venture capital investment</b></p> <p data-bbox="432 944 1390 1272">For other venture capital investment, the Company shall strictly abide by the relevant laws and regulations, such as the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, Self-regulatory Guidelines for the Companies Listed on the Shenzhen Stock Exchange No. 1 – Standardized Operation of the Companies Listed on the Main Board, Self-regulatory Guidelines for the Companies Listed on the Shenzhen Stock Exchange No. 7 – Transactions and Related Party Transactions, and provisions of the Article of Association to fulfill relevant decision-making procedures.</p> <p data-bbox="432 1327 1390 1527">If the Company engages in venture capital investment with related parties, the investment amount shall be used as the calculation standard, and the relevant provisions on related party transactions in the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Article of Association and other related regulations shall be applied.</p> <p data-bbox="432 1583 1390 1868">When considering venture capital investment, directors shall pay full attention to whether the Company has established a specialized internal control system, whether the investment risks are controllable, whether the risk control measures are effective, whether the investment scale affects the Company’s normal operations, whether the source of funds is the self-own funds, and whether there are any violations of regulations in the venture capital investment, etc.</p>

No.	Amended Articles
Article 10	The shareholders' general meeting, Board of Directors, <b>and Investment Decision Committee</b> are the decision-making organs for the Company's venture capital investment, and each makes decisions within their respective authority.
Article 12	The Company <b>designates responsible departments and department heads for specific venture capital investment projects to be</b> 's investment securities department is responsible for the operation and management of venture capital investment projects <b>based on the nature of investment business, .....</b>
Article 13	When there is actual progress or changes in the implementation process of venture capital investment projects, the relevant responsible person <b>for venture capital investment projects in the investment securities department</b> shall report to the Chairman of the Board in a timely manner ( <del>within one business day</del> ) and inform the Secretary of the Board of Directors at the same time. The Chairman of the Board shall immediately report to the <b>Investment Decision Committee or Board of Directors.</b>
Article 14	<b>The finance department of the Company is responsible for the collection, allocation and use management of funds required for venture capital investment; responsible for accounting for venture capital investment projects, and checking and supervising their legality and authenticity to prevent the loss of the Company's assets; responsible for the management of the deposit for venture capital investment projects.</b>
Article 15	The finance department of the Company's <b>internal audit department conducts regular or irregular inspections of</b> is responsible for the fund and financial management of venture capital investment projects, <b>and reports the results to the Audit Committee in a timely manner. Upon the end of each fiscal year, the internal audit department is</b> and also responsible for auditing and supervising venture capital investment projects. <del>At the end of each fiscal year, the department shall,</del> <b>conducting</b> a comprehensive check on all venture capital projects and, in accordance with the prudence principle, <b>making</b> reasonable estimates of the possible gains and losses of each venture capital investment, and <b>reporting</b> to the Audit Committee.
Article 17	<del>The Audit Committee of the Company shall conduct a prior review of venture investment, provide review opinions on the risks, procedures, and implementation of internal control systems of venture investment projects, and report to the Board of Directors.</del> <b>The Company shall strictly comply with the relevant regulations of the Shenzhen Stock Exchange and the Hong Kong Stock Exchange and the provisions of the Articles of Association and the internal control system, and timely fulfill its information disclosure obligations when engaging in venture capital investment.</b>

No.	Amended Articles
Article 19	<b>The Company shall carry out daily accounting for its venture capital investment business in accordance with the Accounting Standards for Business Enterprises and other relevant regulations, and correctly present it in its financial statements.</b>
Article 20	<b>The Company adheres to the value capital investment philosophy, eliminates speculative behavior, and shall consider accepting the services of professional investment institutions to improve its venture capital level and risk control capabilities, and to protect the interests of the Company.</b>
Article 21	<b>The Company's venture capital investment behaviors are carried out in accordance with the principle of separation of management and accounts. The trading accounts are managed by the department responsible for the Company's venture capital investment projects, while the fund accounts are managed by the finance department of the Company. The funds to be used for venture capital investment are transferred into the trading accounts by the finance department of the Company based on the approved amount by the Board of Directors and shareholders' general meeting.</b>
Article 22	<b>The investment department of the Company shall implement the investment plan as approved, and the trading account shall be jointly controlled by at least two or more personnel. The personnel operating the trading account shall be separated from the fund and financial management personnel with mutual restraint. Investment assets shall not be accessed by only one person.</b>
Article 23	<b>Independent directors shall have the right to inspect the Company's venture capital investment. When necessary, two or more independent directors have the right to propose the appointment of an independent external auditing institution to conduct a special audit of venture capital investment funds.</b>
Article 24	<b>The Supervisory Committee of the Company shall have the right to conduct regular or irregular inspections of the Company's venture capital investment. If any violations are found, a board meeting may be proposed to convene to consider the termination of the Company's venture capital investment.</b>

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## NOTICE OF THE 2022 AGM

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

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

**(Stock Code: 1772)**

### NOTICE OF THE 2022 AGM

**NOTICE IS HEREBY GIVEN** that the 2022 annual general meeting (the “**AGM**”) of Ganfeng Lithium Group Co., Ltd. (the “**Company**”) will be held at the conference room of the Company at 4th Floor, R&D Building at the Company’s Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, the People’s Republic of China on Thursday, June 29, 2023 at 9:00 a.m. for the following purposes. Unless otherwise stated, the terms used herein and in the following resolutions shall have the same meanings as defined in the circular of the Company dated May 19, 2023 (the “**Circular**”), for which the notice convening the AGM shall constitute a part. The following resolutions shall be considered and approved, if thought fit, at the AGM:

#### ORDINARY RESOLUTIONS

1. Work Report of the Board for 2022
2. Work Report of the Board of Supervisors for 2022
3. 2022 annual report, summary of the annual report and annual results announcement
4. 2022 financial report as respectively audited by the domestic and overseas auditors
5. Engagement of domestic and overseas auditors and the internal control auditors for 2023
6. The remuneration of domestic and overseas auditors and the internal control auditors for 2023
7. Determination of Directors’ emoluments
8. Determination of Supervisors’ emoluments
9. Proposed amendments to the External Donations and Sponsorships Management System
10. Proposed amendments to the Venture Capital Investment Management System

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## NOTICE OF THE 2022 AGM

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### SPECIAL RESOLUTIONS

1. Profit distribution proposal for 2022
2. Grant of general mandate to the Board
3. General mandate to issue domestic and overseas debt financing instruments
4. Venture capital investment with self-owned funds
5. Continuing related-party transactions forecast between the Company and Lithium Americas for 2023

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

May 19, 2023

*As at the date of this notice, the Board of the Company comprises Mr. LI Liangbin, Mr. WANG Xiaoshen, Ms. DENG Zhaonan and Mr. SHEN Haibo as executive Directors of the Company; Mr. YU Jianguo and Ms. YANG Juan as non-executive Directors of the Company; and Mr. Wang Jinben, Ms. WONG Sze Wing, Ms. XU Yixin and Mr. XU Guanghua as independent non-executive Directors of the Company.*

*Notes:*

- (A) In order to determine the list of shareholders of the Company who will be entitled to attend and vote at the AGM, the registers of members of the Company will be closed from Monday, June 26, 2023 to Thursday, June 29, 2023, both days inclusive, during which no transfer of H shares in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollar and listed on the Hong Kong Stock Exchange (“**H Shares**”), will be effected. Holders of H Shares whose names appear on the registers of members of the Company at 4:30 p.m. on Friday, June 23, 2023 shall be entitled to attend and vote at the AGM. In order for the holders of H Shares to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, June 23, 2023 for registration.

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## NOTICE OF THE 2022 AGM

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

Holders of H Shares should complete and return the reply slip to the Company's H Share Registrar by facsimile at (852) 2865 0990 or by post to (or by depositing it at) 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong such that the reply slip shall be received by the Company's H Share Registrar 20 days before the AGM (i.e. on or before Friday, June 9, 2023).

- (C) Each holder of H Shares may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the AGM (or any adjournment thereof) on his behalf. A proxy need not be a shareholder of the Company.
- (D) Holders of H Shares must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder of the Company or by a person duly authorized by the relevant shareholder of the Company in writing (a "**power of attorney**"). If the form of proxy is signed by the person authorized by the relevant shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate shareholder of the Company appoints a person other than its legal representative to attend the AGM (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate shareholder of the Company or duly signed by the chairman of the board of directors or any other person duly authorized by that corporate shareholder of the Company as required by the articles of association of the Company.
- (E) To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note (D) above must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the AGM (i.e. not later than 9:00 a.m. on Wednesday, June 28, 2023, Hong Kong time) (or any adjournment thereof).
- (F) Shareholders may contact the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited by telephone at (852) 2862 8555 or by email to [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk) in connection with the AGM.
- (G) A shareholder of the Company or his proxy should produce proof of identity when attending the AGM (or any adjournment thereof). If a corporate shareholder's legal representative or any other person duly authorized by such corporate shareholder attends the AGM (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, proof of designation as legal representative and/or the valid authorization document (as the case may be).
- (H) The AGM (or any adjournment thereof) is expected to last for one day. Shareholders who attend the AGM (or any adjournment thereof) shall bear their own travelling and accommodation expenses.
- (I) As at the date of this notice, the board of directors of the Company comprises Mr. LI Liangbin, Mr. WANG Xiaoshen, Ms. DENG Zhaonan and Mr. SHEN Haibo as executive directors of the Company; Mr. YU Jianguo and Ms. YANG Juan as non-executive directors of the Company; and Mr. Wang Jinben, Ms. WONG Sze Wing, Ms. XU Yixin and Mr. XU Guanghua as independent non-executive directors of the Company.