
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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Ganfeng Lithium Co., Ltd.
江西赣锋锂业股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1772)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(2) PROPOSED CAPITAL INCREASE IN ITS WHOLLY-OWNED SUBSIDIARY
SHANGHAI GANFENG
AND
(3) NOTICE OF THE EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 1 to 4 of this circular.

The notice of the EGM is set out on pages 7 to 8 in this circular. The EGM will be held at the conference room of the Company at 4th Floor, R&D Building at the Company's Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, PRC on Friday, April 30, 2021 at 2 p.m.

Whether or not you intend to attend the EGM, you are advised to complete and return the enclosed proxy form in respect of the EGM in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours prior to the commencement of such meeting or any adjournments thereof, (i.e., not later than Thursday, April 29, 2021 at 2 p.m. (Hong Kong time)). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish. Shareholders who intend to attend the EGM should also complete and return the reply slip in accordance with the instructions printed thereon.

April 12, 2021

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DEFINITIONS

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

| | |
|---------------------------|---|
| “A Share(s)” | ordinary share(s) of the Company, with a nominal value of RMB1.00 each, which are subscribed for in RMB and listed on the SZSE (stock code: 002460) |
| “Articles of Association” | the articles of association of the Company, as amended from time to time |
| “Board” | the board of Directors |
| “Company” | Ganfeng Lithium Co., Ltd. (江西贛鋒鋰業股份有限公司), a joint stock company established in the PRC with limited liability, the A Shares of which and the H Shares of which are listed on the Shenzhen Stock Exchange (stock code: 002460) and on the Main Board of the Stock Exchange (stock code: 01772), respectively |
| “Director(s)” | the director(s) of the Company |
| “EGM” | the extraordinary general meeting of the Company to be held at 2 pm, on Friday, April 30, 2021 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 PRC |
| “Group” | the Company and its subsidiaries |
| “H Share(s)” | overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars (stock code: 1772) |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Latest Practicable Date” | April 9, 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time |
| “PRC” | the People’s Republic of China, and for the purposes of this circular only and except where the context requires otherwise, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |

DEFINITIONS

| | |
|-------------------|--|
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Share(s)” | A Share(s) and/or H Share(s) |
| “Shareholder(s)” | holder(s) of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “subsidiary(ies)” | has the meaning ascribed to it under the Listing Rules |
| “%” | per cent |

LETTER FROM THE BOARD



Ganfeng Lithium Co., Ltd.
江西赣锋锂业股份有限公司

(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,
Jiangxi Province, PRC

Non-executive Directors:

Ms. YANG Juan
Mr. YU Jianguo

Principal Place of Business in Hong Kong:

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

Independent non-executive Directors:

Mr. LIU Jun
Ms. WONG Sze Wing
Mr. XU Guanghua
Ms. XU Yixin

April 12, 2021

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(2) PROPOSED CAPITAL INCREASE IN ITS WHOLLY-OWNED SUBSIDIARY
SHANGHAI GANFENG
AND
(3) NOTICE OF THE EXTRAORDINARY GENERAL MEETING

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the relevant information for making informed decisions in respect of the resolution at the EGM in respect of, among other things, (i) change in registered capital, the business scope of the company and amendments to the Articles of Association; and (ii) capital increase in its wholly-owned subsidiary Shanghai Ganfeng

I. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated April 12, 2021 in relation to the proposed amendments to the Articles of Association.

As a result of the conversion of “Ganfeng Convertible Bonds” and “Ganfeng Convertible Bonds 2” into 23,291,485 A Shares and the issuance of 40,037,000 H Shares by the Company on September 23, 2020, the total issued share capital of the Company was increased from 1,292,600,241 Shares to 1,355,928,726 Shares, and its registered capital was increased from RMB1,292,600,241 to RMB1,355,928,726.

In light of the changes in the business scope, the issued share capital and the registered capital of the Company, the resolution in relation to the proposed amendments to the Articles of Association was considered and approved at the 23th meeting of the fifth session of the Board.

The details of the amendments are set out in Appendix I of this circular. The Articles of Association and its amendments were written in Chinese, without formal English version. As such, any English translation shall be for reference only. In case of any discrepancies, the Chinese version shall prevail.

The resolution in relation to the proposed amendments to the Articles of Association is subject to the approval by way of a special resolution at the EGM.

II. PROPOSED CAPITAL INCREASE IN ITS WHOLLY-OWNED SUBSIDIARY SHANGHAI GANFENG

In order to meet the needs of the Company’s development, it’s agreed that the Company increases its capital to its wholly-owned subsidiary Shanghai Ganfeng International Trading Co., Ltd (hereinafter referred to as “**Shanghai Ganfeng**”) with its own funds of RMB500 million.

Upon the completion of the capital injection, the registered capital of Shanghai Ganfeng will increase from RMB700 million to RMB1,200 million, 100% equity interest of which the Company holds.

LETTER FROM THE BOARD

The capital injection is to expand the scale of Shanghai Ganfeng and to confirm the capital needs for foreign investment of Shanghai Ganfeng. The capital injection will not change the equity proportion held by the Company in Shanghai Ganfeng and shall not have substantial effect to future financial conditions and operation results of the Company.

The resolution is subject to the consideration and approval of the EGM by way of a ordinary resolution.

III. EGM

The notice of the EGM is set out on pages 7 to 8 of this circular.

The proposed resolution regarding proposed amendments to the Articles of Association is subject to the approval by way of special resolution of Shareholders at the EGM pursuant to the Articles of Association, which must be passed by two-thirds or more than two-thirds of the total number of shares with valid voting rights held by Shareholders attending the meeting; and will come into effect after obtaining all necessary approvals, authorizations or registration (if applicable) from or filing with the relevant government or regulatory authorities.

The resolution regarding capital increase in its wholly-subsiary Shanghai Ganfeng is subject to the approval by way of ordinary resolution of Shareholders at the EGM.

Pursuant to the 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 EGM in the manner prescribed under the Listing Rules.

Save as disclosed above, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders will be required to abstain from voting on the resolution set out in this circular.

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 EGM.

LETTER FROM THE BOARD

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

IV. RECOMMENDATION

The Board considers that the proposed resolution set out above is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that Shareholders eligible to vote at the EGM to attend and vote in favour of the resolution.

V. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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.

Yours faithfully
For and on behalf of the Board
GANFENG LITHIUM CO., LTD.
LI Liangbin
Chairman

APPENDIX I AMENDMENTS TO THE ARTICLES OF ASSOCIATION

AMENDMENTS TO THE ARTICLES OF ASSOCIATION COMPARISON TABLE

| No. | Original version | Revised version |
|-----|--|---|
| 1 | Article 11 | Article 11 |
| | <p>The Company’s business scope: Production of lithium hydroxide (31kt/a) (valid until March 16, 2021); butyllithium (1,000t/a) (valid until December 25, 2021); sales of lithium hydride, lithium oxide, lithium boron alloy, lithium silicon alloy, lithium aluminum alloy, sulfuric acid, hydrochloric acid, butyllithium, chlorobutane, n-hexane, cyclohexane, metallic lithium, lithium hydroxide, lithium fluoride (valid until June 3, 2022); sales of non-ferrous metals, batteries, battery materials, instrumentation spare parts, machinery and equipment, production, processing and sales of chemical products, chemical materials and chemicals (excluding hazardous chemicals and precursor chemicals); research and experimental development, technology promotion services, new energy research and development; import and export of goods and technologies (operation subject to licenses); capital investment services and investment consulting services. (operational activities in connection with the items subject to approval according to the law may only be carried out after approved by the competent authorities).</p> | <p>The Company’s business scope: operation of hazardous chemicals; import and export of goods; manufacturing of basic chemical raw materials (excluding manufacturing of licensed chemical such as hazardous chemicals); sales of chemical products (excluding licensed chemical products); smelting of common non-ferrous metals; manufacturing of non-ferrous metals alloy; sales of non-ferrous metals alloy; manufacturing of batteries; research and development of resource recycling technology; promotion service of new material technology; engineering and technology research and experimental development; engagement in investment activities with self-owned funds.</p> |

APPENDIX I AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| | | |
|---|--|--|
| 2 | Article 18 | Article 18 |
| | <p>Subject to the approval of the examination and approval authority authorized by the State Council, the total number of ordinary shares that Company may issue shall be 1,292,600,241 shares. The shareholding structure of the Company is as follows: 1,292,600,241 ordinary shares, including 1,092,414,441 domestic listed domestic shares (A-shares), accounting for 84.51% of the total number of shares of the Company; 200,185,800 overseas listed foreign shares (H-shares), accounting for 15.49% of the total number of shares of the Company.</p> | <p>Subject to the approval of the examination and approval authority authorized by the State Council, the total number of ordinary shares that Company may issue shall be 1,355,928,726 shares. The shareholding structure of the Company is as follows: 1,355,928,726 ordinary shares, including 1,115,705,926 domestic listed domestic shares (A-shares), accounting for 82.28% of the total number of shares of the Company; 240,222,800 overseas listed foreign shares (H-shares), accounting for 17.72% of the total number of shares of the Company.</p> |
| 3 | Article 22 | Article 22 |
| | <p>The registered capital of the Company shall be RMB1,292,600,241.</p> | <p>The registered capital of the Company shall be RMB1,355,928,726.</p> |

NOTICE OF THE EGM



Ganfeng Lithium Co., Ltd. 江西赣锋锂业股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1772)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**EGM**") of Ganfeng Lithium 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 Friday, April 30, 2021 at 2 p.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 April 12, 2021 (the "**Circular**"), for which the notice convening the EGM shall constitute a part. The following resolutions shall be considered and approved, if thought fit, at the EGM:

SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the Articles of Association.

ORDINARY RESOLUTIONS

2. To consider and approve the proposed capital increase in its wholly-subsiary Shanghai Ganfeng.

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

April 12, 2021

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; Ms. YANG Juan and Mr. YU Jianguo as non-executive directors of the Company; and Mr. LIU Jun, Ms. WONG Sze Wing, Mr. XU Guanghua and Ms. XU Yixin as independent non-executive directors of the Company.

NOTICE OF THE EGM

Notes:

- (A) In order to determine the list of shareholders of the Company who will be entitled to attend and vote at the EGM, the registers of members of the Company will be closed from Tuesday, April 27, 2021 to Friday, April 30, 2021, both days inclusive, during which no transfer of H shares in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollar and listed on the Hong Kong Stock Exchange (the “**H Shares**”), will be effected. Holders of H Shares whose names appear on the registers of members of the Company at 4:30 p.m. on Monday, April 26, 2021 shall be entitled to attend and vote at the EGM. In order for the holders of H Shares to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, April 26, 2021 for registration.
- (B) Holders of H Shares intending to attend the EGM (or any adjournment thereof) should complete and return the reply slip for attending the EGM (or any adjournment thereof) personally, by facsimile or by post.
- Holders of H Shares should complete and return the reply slip to the Company’s H Share Registrar by facsimile at (852) 2865 0990 or by post to (or by depositing it at) 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong such that the reply slip shall be received by the Company’s H Share Registrar 10 days before the EGM (i.e. on or before Tuesday, April 20, 2021).
- (C) Each holder of H Shares may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM (or any adjournment thereof) on his behalf. A proxy need not be a shareholder of the Company.
- (D) Holders of H Shares must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder of the Company or by a person duly authorized by the relevant shareholder of the Company in writing (a “**power of attorney**”). If the form of proxy is signed by the person authorized by the relevant shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate shareholder of the Company appoints a person other than its legal representative to attend the EGM (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate shareholder of the Company or duly signed by the chairman of the board of directors or any other person duly authorized by that corporate shareholder of the Company as required by the articles of association of the Company.
- (E) To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note (D) above must be delivered to the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the EGM (i.e. not later than 2:00 p.m on Thursday, April 29, 2020, Hong Kong time) (or any adjournment thereof).
- (F) Shareholders may contact the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited by telephones at (852) 2862 8555 or by email to hkinfo@computershare.com.hk in connection with the EGM.
- (G) A shareholder of the Company or his proxy should produce proof of identity when attending the EGM (or any adjournment thereof). If a corporate shareholder’s legal representative or any other person duly authorised by such corporate shareholder attends the EGM (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, proof of designation as legal representative and/or the valid authorization document (as the case may be).
- (H) The EGM (or any adjournment thereof) is expected to last for one day. Shareholders who attend the EGM (or any adjournment thereof) shall bear their own travelling and accommodation expenses.
- (I) 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; Ms. YANG Juan and Mr. YU Jianguo as non-executive directors of the Company; and Mr. LIU Jun, Ms. WONG Sze Wing, Mr. XU Guanghua and Ms. XU Yixin as independent non-executive directors of the Company.