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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 CHANGE TO THE VALIDITY PERIOD OF THE A SHARE
CONVERTIBLE BONDS ISSUANCE PLAN**
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(3) NOTICE OF THE EXTRAORDINARY GENERAL MEETING
AND
(4) NOTICE OF THE H SHARE CLASS MEETING

A letter from the Board is set out on pages 1 to 8 of this circular.

The notice of the EGM and the notice of the H Share Class Meeting are set out on pages 16 to 21 in this circular. The EGM of 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, PRC on Tuesday, May 26, 2020 at 2:00 p.m. The H Share Class Meeting of 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, PRC on Tuesday, May 26, 2020, immediately after the conclusion or adjournment of the A Share Class Meeting to be held on the same day at the same venue.

Whether or not you intend to attend the EGM and the H Share Class Meeting, you are advised to complete and return the enclosed proxy form in respect of the EGM and the H Share Class Meeting 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 Monday, May 25, 2020 at 2:00 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 and the H Share Class Meeting or any adjournment thereof (as the case may be) should you so wish. Shareholders who intend to attend the EGM and the H Share Class Meeting should also complete and return the reply slip in accordance with the instructions printed thereon.

April 9, 2020

CONTENTS

	<i>Pages</i>
DEFINITIONS	ii
LETTER FROM THE BOARD	1
I. INTRODUCTION	2
II. PROPOSED CHANGE TO THE VALIDITY PERIOD OF THE A SHARE CONVERTIBLE BONDS ISSUANCE PLAN	2
III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	5
IV. EGM AND THE CLASS MEETINGS	5
V. WARNING	7
VI. RECOMMENDATION	7
VII. RESPONSIBILITY STATEMENT	8
APPENDIX I - PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	9
NOTICE OF THE EGM	16
NOTICE OF THE H SHARE CLASS MEETING	19

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)
“A Shareholder(s)”	holders of A Shares
“A Share Class Meeting”	the class meeting of A Shareholders
“A Share Convertible Bonds”	the convertible corporate bonds in the total amount of not more than RMB2.15 billion which are convertible into new A Shares and to be issued by the Company within the PRC
“A Share Convertible Bonds Issuance Plan”	the A Share Convertible Bonds issuance plan of the Company, considered and approved at the 2019 second extraordinary general meeting, the 2019 second A share class meeting and the 2019 second H share class meeting of the Company held on August 13, 2019, the proposed change to the validity period of which is to be considered and, if thought fit, approved at the EGM and the Class Meetings. Details of the proposed change to its validity period are set out in this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Class Meetings”	the class meeting of A Shareholders and the class meeting of H Shareholders
“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 on March 2, 2000 and converted from our predecessor Jiangxi Ganfeng Lithium Company Limited (江西贛鋒鋰業有限公司, formerly known as Xinyu Ganfeng Lithium Company Limited (新餘贛鋒鋰業有限公司)) into a joint stock company with limited liability under the PRC Company Law on December 18, 2007, the A Shares of which have been listed on the SZSE since August 10, 2010 (Stock Code: 002460), and except where the context otherwise requires includes its predecessors and subsidiaries

DEFINITIONS

“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 2:00 p.m., on Tuesday, May 26, 2020 at the Conference Room, 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)
“H Shareholder(s)”	holders of H Shares
“H Share Class Meeting”	the class meeting of H Shareholders
“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”	April 8, 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Possible Subscription for A Share Convertible Bonds”	connected persons may exercise the pre-emptive rights to subscribe for the A Share Convertible Bonds under the A Share Convertible Bonds Issuance Plan, the specific subscription amount and conversion price on the exercise of the pre-emptive rights shall be subject to the determination made by the Board as authorized by the 2019 second extraordinary general meeting, the 2019 second A share class meeting and the 2019 second H share class meeting of the Company held on August 13, 2019, based on the market conditions before the issuance

DEFINITIONS

“PRC”	the People’s Republic of China
“Prior Circular”	The circular of the Company dated June 28, 2019 in relation to, inter alia, the proposed issuance of A share convertible bonds and grant of specific mandate to issue A shares upon the conversion of convertible bonds and possible subscription for A share convertible bonds by connected persons of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“SZSE”	The Shenzhen Stock Exchange
“%”	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. GE Zhimin

Registered Office:

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

Non-executive Directors:

Ms. YANG Juanjuan
Mr. YU Jianguo

Principal Place of Business in Hong Kong:

40/F, Sunlight Tower
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 9, 2020

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED CHANGE TO THE VALIDITY PERIOD OF THE A SHARE
CONVERTIBLE BONDS ISSUANCE PLAN**
- (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (3) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**
- AND**
- (4) NOTICE OF THE H SHARE CLASS MEETING**

LETTER FROM THE BOARD

I. INTRODUCTION

Reference is made to the announcements of the Company dated April 29, 2019, March 24, 2020 and March 30, 2020 and the Prior Circular.

The purposes of this circular are to provide you with the details of the proposed special resolutions to be submitted to the EGM and the H Share Class Meeting in relation to (i) the proposed change to the validity period of the A Share Convertible Bonds Issuance Plan; and (ii) amendments to the Articles of Association.

II. PROPOSED CHANGE TO THE VALIDITY PERIOD OF THE A SHARE CONVERTIBLE BONDS ISSUANCE PLAN

Reference is made to the announcements of the Company dated April 29, 2019 and March 30, 2020 and the Prior Circular.

The A Share Convertible Bonds Issuance Plan, details of which are set out in the Prior Circular, was considered and approved at the 2019 second extraordinary general meeting, the 2019 second A share class meeting and the 2019 second H share class meeting of the Company held on August 13, 2019.

A resolution was considered and approved by the Board in the 2nd meeting of the fifth session of the Board on March 30, 2020, pursuant to which, the validity period of the A Share Convertible Bonds Issuance Plan is to be changed from “The Proposed Issuance of A Share Convertible Bonds will be valid for 12 months from the date of the considering and passing of the A Share Convertible Bonds Issuance Plan at the extraordinary general meeting, the A share class meeting and the H share class meeting of the Company. If the A Share Convertible Bonds Issuance Plan of the Company is approved by the CSRC within the validity period, the validity period will automatically extend to the completion of the issuance.” to “The Proposed Issuance of A Share Convertible Bonds will be valid for 12 months from the date of the considering and passing of the A Share Convertible Bonds Issuance Plan at the extraordinary general meeting, the A share class meeting and the H share class meeting of the Company.” Following clarification by the CSRC, the provision of automatic extension of the validity period is not applicable to the A Share Convertible Bonds Issuance Plan and consequently the above amendment has been made with other terms of the A Share Convertible Bonds Issuance Plan remaining unchanged.

LETTER FROM THE BOARD

The resolution in relation to the A Share Convertible Bonds Issuance Plan, the “Possible Subscription for A Share Convertible Bonds by Connected Persons”, details of which are set out in the Prior Circular (the “**Connected Transaction**”), was also considered and approved at the 2019 second extraordinary general meeting, the 2019 second A share class meeting and the 2019 second H share class meeting of the Company held on August 13, 2019. Under this resolution, the terms of the Possible Subscription for A Share Convertible Bonds by connected persons of the Company (other than the subscription amount) are the same as the terms and conditions which are set out in the A Share Convertible Bonds Issuance Plan. As such, as confirmed by the Company’s sponsor to the A Share Convertible Bonds Issuance Plan, the proposed change to the validity period of the A Share Convertible Bonds Issuance Plan would apply accordingly to the approved resolution, the “Possible Subscription for A Share Convertible Bonds by Connected Persons”. The proposed change to the validity period of the A Share Convertible Bonds Issuance Plan will make the revised validity period shorter than the one approved by the Shareholders on August 13, 2019. The Directors are of the view, upon consultation with the Company’s Hong Kong legal advisers, that the proposed change does not constitute a material variation of the terms of the Connected Transaction and therefore the Company does not need to re-comply with Chapter 14A of the Hong Kong Listing Rules per Rule 14A.35 of the Hong Kong Listing Rules.

All of the A Shareholders are entitled to the pre-emptive rights to subscribe for the A Share Convertible Bonds under the A Share Convertible Bond Issuance Plan of the Company. Names of the connected persons, their relationship with the Company, the number of A Shares held by them and the percentage of A Shares held by them out of the total share capital of A Shares are set as follows:

Name	Relationship with the Company	Number of A Shares	Percentage of A Shares held by them out of the total share capital of A Shares (%)
LI Liangbin	Actual controller and chairman of the Company	269,770,452.00	24.69
XIONG Jianlang	Actual controller	5,837,160.00	0.53
HUANG Wen	Actual controller	11,316,210.00	1.04
LI Liangxue	Actual controller	810,900.00	0.07
LUO Shunxiang	Actual controller	2,829,972.00	0.26
LI Huabiao	Actual controller	213,372.00	0.02

LETTER FROM THE BOARD

Name	Relationship with the Company	Number of A Shares	Percentage of A Shares held by them out of the total share capital of A Shares (%)
WANG Xiaoshen	Vice chairman and vice president of the Company	100,898,904.00	9.24
SHEN Haibo	Director in the last 12 month and vice president of the Company	12,623,568.00	1.16
DENG Zhaonan	Director and vice president of the Company	2,402,928.00	0.22
DENG Jianping	Deemed as a connected person due to the relation with the Director, DENG Zhaonan	40,000.00	0.00
ZHU Shigui	General manager of a subsidiary of the Company	1,000.00	0.00
GE Zhimin	Director and general manager of a subsidiary of the Company	15,900.00	0.00
XIAO Haiyan	General manager of a subsidiary of the Company	50.00	0.00
LI Liang	General manager of a subsidiary of the Company	3,500.00	0.00
ZHANG Baoxiu	General manager of a subsidiary of the Company	135,000.00	0.00
Total		<u>406,898,916</u>	<u>37.24%</u>

The independent non-executive Directors are of the opinion that the proposed change to the validity period of the A Share Convertible Bonds Issuance Plan complies with the relevant laws, regulations and approval policy and is in the interest of the Company and the Shareholders as a whole, particularly the minority Shareholders. The independent non-executive Directors agree that the proposal of the change to the validity period of the A Share Convertible Bonds Issuance Plan be submitted to the EGM and the Class Meetings for consideration and approval.

LETTER FROM THE BOARD

The resolution is submitted to the Shareholders for their consideration and approval as a special resolution in the EGM and Class Meetings under the Articles of Association and Administrative Measures for Issuance of Securities by Listed Companies, pursuant to which the resolution should be adopted by votes representing more than two thirds of the voting rights of the present Shareholders.

III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated March 24, 2020 in relation to the proposed amendments to the Articles of Association.

In light of the issuance of the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies, the change in business scope of the Company and the establishment of the Sustainable Development Committee of the Company as approved by the Shareholders in the extraordinary general meeting of the Company held on March 24, 2020, the resolution in relation to the proposed amendments to the Articles of Association was considered and approved at the 1st 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 special resolution at the EGM.

IV. EGM AND THE CLASS MEETINGS

The notices of the EGM and the H Share Class Meeting are set out on pages 16 to 21 of this circular.

The proposed resolutions regarding (i) the proposed change to the validity period of the A Share Convertible Bonds Issuance Plan; and (ii) proposed amendments to the Articles of Association are subject to the approval by way of special resolutions of Shareholders at the EGM and the Class Meetings pursuant to the Articles of Association and the Administrative Measures for Issuance of Securities by Listed Companies, 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.

LETTER FROM THE BOARD

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 EGM and the H Share Class Meeting in the manner prescribed under the Hong Kong Listing Rules.

The possible subscribers of the A Share Convertible Bonds, who are the connected persons of the Company, shall abstain from voting on the resolution in relation to the proposed change to the validity period of the A Share Convertible Bonds Issuance Plan at the EGM and Class Meetings. Pursuant to the Hong Kong Listing Rules, any of the Shareholders and their associates (as defined under the Hong Kong Listing Rules), who have material interests in the Connected Transaction shall abstain from voting on the resolution in relation to the proposed change to the validity period of the A Share Convertible Bonds Issuance Plan, since the resolution would apply accordingly to the Connected Transaction. Accordingly, LI Liangbin, XIONG Jianlang, HUANG Wen, LI Liangxue, LUO Shunxiang, LI Huabiao, WANG Xiaoshen, SHEN Haibo, DENG Zhaonan, DENG Jianping, ZHU Shigui, GE Zhimin, XIAO Haiyan, LI Liang and ZHANG Baoxiu shall abstain from voting on the resolution in relation to the proposed change to the validity period of the A Share Convertible Bonds Issuance Plan. Save for the persons mentioned above, to the best of the Directors' knowledge, information and belief, none of the other Shareholders will be required to abstain from voting on the resolution in relation to the proposed change to the validity period of the A Share Convertible Bonds Issuance Plan.

According to the requirements of Rules for the General Assemblies of Shareholders of Listed Companies (Revised in 2016)(《上市公司股東大會規則(2016年修訂)》)and Guidelines of the Shenzhen Stock Exchange for Standardised Operation of Companies Listed on the Small and Medium-sized Enterprise Board (Revised in 2015)(《深圳證券交易所中小企業板上市公司規範運作指引(2015年修訂)》), votes of small and medium investors for the proposal of the amendments to the Articles of Association will be counted separately, and the results of the separate counting will be disclosed in the announcement on the resolutions of this general meeting. Small and medium-sized investors refer to Shareholders other than the Company's Directors, supervisors, senior management and Shareholders who individually or collectively hold more than 5% of the Company's Shares.

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 the two resolutions set out in this circular.

LETTER FROM THE BOARD

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 and the Class Meetings.

Whether or not you are able to attend the EGM and the H Share Class Meeting 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 and the H Share Class Meeting or any adjournment thereof. Completion and return of the proxy forms shall not preclude you from attending and voting in person at the EGM and the H Share Class Meeting or any adjournment thereof should you so desire.

V. WARNING

Investors should be aware that the proposed issuance of A Share Convertible Bonds by the Company in accordance with the A Share Convertible Bonds Issuance Plan is subject to: (i) approvals of Shareholders at the EGM and the Class Meetings; and (ii) approvals from CSRC and other relevant authorities. As the proposed issuance of A Share Convertible Bonds by the Company in accordance with the A Share Convertible Bonds Issuance Plan is still subject to the fulfillment of various conditions thereof, it may not proceed or may not become unconditional or may not become effective. Investors and potential investors in Shares of the Company should exercise caution and only rely on the information issued by the Company when dealing, or contemplate dealing, in the Shares.

VI. RECOMMENDATION

The Board considers that the proposed resolutions set out above are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that Shareholders eligible to vote at the EGM and the H Share Class Meeting to attend and vote in favour of the resolutions.

LETTER FROM THE BOARD

VII. 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 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

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION COMPARISON TABLE

No.	Original version	Revised version
1	<p>Article 1</p> <p>To safeguard the legitimate rights and interests of Ganfeng Lithium Co., Ltd. (hereinafter referred to as the “Company” or “this Company”), its shareholders and creditors, and to regulate the organization and activities of the Company, these Articles of Association are hereby formulated, in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Regulations of the State Council on Overseas Offering and Listing of Company Limited by Shares (hereinafter referred to as the “Special Regulations”), the Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses (hereinafter referred to as the “Prerequisite Clauses”), the Letter of Opinion on Amendment to Articles of Association of Companies Listing in Hong Kong (hereinafter referred to as the “Letter of Opinion on Amendment”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “HK Listing Rules” or “HK Listing Rules”) and the provisions of other relevant laws and regulations.</p>	<p>Article 1</p> <p>To safeguard the legitimate rights and interests of Ganfeng Lithium Co., Ltd. (hereinafter referred to as the “Company” or “this Company”), its shareholders and creditors, and to regulate the organization and activities of the Company, these Articles of Association are hereby formulated, in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Regulations of the State Council on Overseas Offering and Listing of Company Limited by Shares (hereinafter referred to as the “Special Regulations”), the Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses (hereinafter referred to as the “Prerequisite Clauses”), the Letter of Opinion on Amendment to Articles of Association of Companies Listing in Hong Kong (hereinafter referred to as the “Letter of Opinion on Amendment”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “HK Listing Rules” or “HK Listing Rules”), the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies (hereinafter referred to as the “Reply”) and the provisions of other relevant laws and regulations.</p>

No.	Original version	Revised version
2	<p>Article 11</p> <p>The Company's business scope: Production of lithium hydroxide (31kt/a) (valid until March 16, 2021); lithium fluoride (1,500t/a) (valid until December 28, 2021); butyllithium (500t/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>Article 11</p> <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>

No.	Original version	Revised version
3	<p>Article 46</p> <p>No registration of changes resulting from share transfers may be made to the register of shareholders within 30 days prior to the general meeting or 5 days prior to the reference date determined by the Company for the purpose distribution of dividends.</p>	<p>Article 46</p> <p>Where laws, administrative regulations, rules, normative documents and relevant requirements of the securities exchange on which the shares of the Company are listed and the regulatory authority contain provisions which stipulate on the period of closure of the register of shareholders prior to a shareholders' general meeting or prior to the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</p>
4	<p>Article 69</p> <p>Written notice of the general meeting by the Company shall be dispatched forty-five days prior to the date of the meeting to all shareholders whose names appear on the register of shareholders, specifying the matters to be considered and the date and place of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend twenty days prior to the date of the meeting.</p>	<p>Article 69</p> <p>When the Company convenes an annual general meeting, a notice to notify shareholders shall be given no later than twenty business days prior to the date of the meeting; when the Company convenes an extraordinary general meeting, a notice to notify shareholders shall be given no later than ten business days or fifteen days, whichever is longer, prior to the date of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend within the time specified in the notice of the meeting.</p> <p>The date of such notice and the date of the meeting shall be excluded in the calculation of the aforesaid notice period. A "business day" in the Articles of Association shall mean a day on which the Hong Kong Stock Exchange is open for business for dealing in securities.</p>

No.	Original version	Revised version
5	<p>Article 71</p> <p>The Company shall, based on the written replies received twenty days before the date of the general meeting from the shareholders, calculate the number of voting shares represented by shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches more than one-half of the Company’s total voting shares, the Company may hold the meeting. If not, the Company shall within five days notify the shareholders again by public notice, of the matters to be considered, the place and the date of the meeting. The Company may then hold the meeting after publication of such notice.</p>	<p>(Article 71 shall be deleted in its entirety.)</p>

No.	Original version	Revised version
6	<p>Article 74</p> <p>The notice of the shareholders' general meeting shall be delivered to shareholders (with or without voting rights at the general meeting) personally or by postage prepaid mails at the address of the recipient subject to those recorded in the register of shareholders, or subject to compliance with the applicable laws and regulations and the listing rules of the place where the shares of the Company are listed, be published at the Company's website and the website designated by the Hong Kong Stock Exchange. If an announcement shall be made to the shareholders of overseas-listed foreign shares pursuant to the Articles of Association, the relevant announcement shall be published in the manner required by the HK Listing Rules. The notice of the shareholders' general meeting to the shareholders of domestic-listed domestic shares may also be made by way of announcement.</p> <p>The term "announcement" referred to in the preceding paragraph shall be published in one or more national newspapers designated by securities regulatory authority under the State Council within the interval of forty-five days to fifty days before the date of the meeting. After the publication of such announcement, all shareholders of domestic-listed domestic shares shall be deemed to have received the relevant notice of the shareholders' general meeting.</p>	<p>Article 73</p> <p>The notice of the shareholders' general meeting shall be delivered to shareholders (with or without voting rights at the general meeting) personally or by postage prepaid mails at the address of the recipient subject to those recorded in the register of shareholders, or subject to compliance with the applicable laws and regulations and the listing rules of the place where the shares of the Company are listed, be published at the Company's website and the website designated by the Hong Kong Stock Exchange. If an announcement shall be made to the shareholders of overseas-listed foreign shares pursuant to the Articles of Association, the relevant announcement shall be published in the manner required by the HK Listing Rules.</p> <p>The notice of the shareholders' general meeting to the shareholders of domestic-listed domestic shares may also be made by way of announcement.</p> <p>The term "announcement" referred to in the preceding paragraph shall be published in one or more national newspapers designated by securities regulatory authority under the State Council before the date of the meeting. After the publication of such announcement, all shareholders of domestic-listed domestic shares shall be deemed to have received the relevant notice of the shareholders' general meeting.</p>

No.	Original version	Revised version
7	<p>Article 116</p> <p>Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders forty-five days before the date of the class meeting, specifying the matters to be considered at such meeting and the date and place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company twenty days before the date of the class meeting.</p> <p>If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; otherwise, the Company shall within five days give the shareholders further notice of the matters to be considered and the date and place of the class meeting by way of announcement. The Company may then hold the class meeting after such further notice has been given by way of announcement.</p>	<p>Article 115</p> <p>Where the Company convenes a class meeting of shareholders, it shall issue written notices in accordance with the time limit for notice of the convening of a shareholders' general meeting specified under Article 69 of the Articles of Association. Written notices shall be given to all shareholders who are registered as holders of that class in the register of shareholders, specifying the matters to be considered at such meeting and the date and place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company within the time specified in the notice of the meeting.</p>

No.	Original version	Revised version
8	<p>Article 153</p> <p>The board of directors shall have the audit committee, the strategy committee, the remuneration committee and the nomination committee, and formulate corresponding implementation rules to specify the main duties, decision procedures and rules of procedures of each special committee. The board of directors shall be responsible for amendment and interpretation of the implementation rules of each special committee.</p>	<p>Article 152</p> <p>The board of directors shall have the audit committee, the strategy committee, the remuneration committee, the nomination committee and sustainable development committee, and formulate corresponding implementation rules to specify the main duties, decision procedures and rules of procedures of each special committee. The board of directors shall be responsible for amendment and interpretation of the implementation rules of each special committee.</p>

Note: In revising the Articles of Association, if the numbering of the articles in the Articles of Association is changed due to the addition or deletion of certain articles, the numbering of the articles in the Articles of Association as so amended shall be changed accordingly, including cross-references.

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 Tuesday, May 26, 2020 at 2:00 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 9, 2020 (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 change to the validity period of the A Share Convertible Bonds Issuance Plan; and
2. To consider and approve the proposed amendments to the Articles of Association.

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

April 9, 2020

As at the date of this notice, the Board of the Company comprises Mr. LI Liangbin, Mr. WANG Xiaoshen, Ms. DENG Zhaonan and Mr. GE Zhimin as executive directors of the Company; Ms. YANG Juanjuan 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 Sunday, April 26, 2020 to Tuesday, May 26, 2020, 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 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 Friday, April 24, 2020 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 Friday, April 24, 2020 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 20 days before the EGM (i.e. on or before Wednesday, May 6, 2020).
- (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 Monday, May 25, 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 telephone 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).

NOTICE OF THE EGM

- (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. GE Zhimin as executive directors of the Company; Ms. YANG Juanjuan 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 H SHARE CLASS MEETING



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 H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that a H Share Shareholders Class Meeting (the “**H Share Class Meeting**”) of Ganfeng Lithium Co., Ltd. (the “**Company**”) will be held on Tuesday, May 26, 2020 immediately after the conclusion of the A Share Shareholders Class Meeting (the “**A Share Class Meeting**”) 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 to consider and, if thought fit, to pass the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the proposed change to the validity period of the A Share Convertible Bonds Issuance Plan; and
2. To consider and approve the proposed amendments to the Articles of Association.

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

April 9, 2020

As at the date of this notice, the Board of the Company comprises Mr. LI Liangbin, Mr. WANG Xiaoshen, Ms. DENG Zhaonan and Mr. GE Zhimin as executive directors of the Company; Ms. YANG Juanjuan 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 H SHARE CLASS MEETING

Notes:

(A) In order to determine the list of shareholders of the Company who will be entitled to attend and vote at the H Share Class Meeting, the registers of members of the Company will be closed from Sunday, April 26, 2020 to Tuesday, May 26, 2020, 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 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 Friday, April 24, 2020 shall be entitled to attend and vote at the H Share Class Meeting. In order for the holders of H Shares to qualify to attend and vote at the H Share Class Meeting, 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, April 24, 2020 for registration.

(B) Holders of H Shares intending to attend the H Share Class Meeting (or any adjournment thereof) should complete and return the reply slip for attending the H Share Class Meeting (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 H Share Class Meeting (i.e. on or before Wednesday, May 6, 2020).

(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 H Share Class Meeting (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 H Share Class Meeting (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 H Share Class Meeting (i.e. not later than 2:00 p.m. on Monday, May 25, 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 telephone at (852) 2862 8555 or by email to hkinfo@computershare.com.hk in connection with the H Share Class Meeting.

(G) A shareholder of the Company or his proxy should produce proof of identity when attending the H Share Class Meeting (or any adjournment thereof). If a corporate shareholder’s legal representative or any other person duly authorised by such corporate shareholder attends the H Share Class Meeting (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).

NOTICE OF THE H SHARE CLASS MEETING

- (H) The H Share Class Meeting (or any adjournment thereof) is expected to last for one day. Shareholders who attend the H Share Class Meeting (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. GE Zhimin as executive directors of the Company; Ms. YANG Juanjuan 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.