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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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) CAPITAL INCREASE IN AUSTRIA-BASED RIM COMPANY AND RELATED PARTY TRANSACTION**
  - (2) CAPITAL INCREASE OF THE WHOLLY-OWNED SUBSIDIARY GFL INTERNATIONAL IN ITS WHOLLY-OWNED SUBSIDIARY NETHERLANDS GANFENG**
  - (3) SUBSCRIPTION OF CERTAIN EQUITY INVOLVING INVESTMENT IN MINING RIGHTS AND CAPITAL INCREASE IN ARGENTINA MINERA EXAR BY THE WHOLLY-OWNED SUBSIDIARY OF GFL INTERNATIONAL NETHERLANDS GANFENG AND RELATED PARTY TRANSACTION**
  - (4) APPROVAL OF SUBSCRIPTION OF CERTAIN EQUITY IN EXAR CAPITAL AND PROVISION OF FINANCIAL ASSISTANCE TO EXAR CAPITAL BY THE WHOLLY-OWNED SUBSIDIARY GFL INTERNATIONAL AND RELATED PARTY TRANSACTION**
  - (5) ELECTION OF THE BOARD OF DIRECTORS**
  - (6) ELECTION OF THE BOARD OF SUPERVISORS**
  - (7) ESTABLISHMENT OF THE SUSTAINABILITY COMMITTEE AND**
  - (8) NOTICE OF THE EGM**
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A letter from the Board is set out on pages 1 to 14 of this circular.

(i) A notice convening the EGM to 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 PRC on Tuesday, March 24, 2020 at 2:00 p.m.; and (ii) the form of proxy for use at and the reply slip in relation to the EGM were despatched by the Company on February 7, 2020 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). Notice of the EGM is set out on pages 15 to 18 of this circular.

Whether or not you intend to attend the EGM, we encourage you to complete and return the form of proxy 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). Completion and return of the form of proxy will not preclude you from attending and voting in person at the above-mentioned meeting 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.

February 7, 2020

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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:*

“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 of the Company
“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 (新余贛鋒鋰業有限公司)) into a joint stock company with limited liability under the 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
“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)
“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, March 24, 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

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## DEFINITIONS

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“GFL International”	GFL International Co., Limited, a private company limited by shares incorporated in Hong Kong on March 29, 2011 and a wholly-owned subsidiary of our Company
“Group”	the Company and its subsidiaries
“HK\$”	the Hong Kong dollars, the lawful currency of Hong Kong
“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”	February 5, 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Minera Exar”	Minera Exar S.A., a joint venture company incorporated in Argentina that holds 100% interest in the Cauchari-Olaroz project
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“LAC”	Lithium Americas Corp., a joint stock limited company incorporated in Canada on November 27, 2007, the shares of which are traded on the Toronto Stock Exchange (stock code: LAC) and on the US OTC (code: LACDF), and is held as to 16.8% by the Company as at the Latest Practicable Date
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	holder(s) of Share(s)
“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
“SZSE”	The Shenzhen Stock Exchange

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“Purchaser”	Ganfeng Lithium Netherlands Co., B.V. (Netherlands Ganfeng), a corporation organized under the laws of the Netherlands, and a wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Target Company”	Minera Exar
“Transaction Agreement”	the agreement dated February 7, 2020 entered into by the Purchaser with the Target Company
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

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

*Registered Office:*

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

*Non-executive Directors:*

Mr. HUANG Daifang

*Principal Place of Business in Hong Kong:*

40/F, Sunlight Tower  
248 Queen's Road East  
Wanchai  
Hong Kong

*Independent non-executive Directors:*

Mr. HUANG Huasheng  
Mr. LIU Jun  
Ms. WONG Sze Wing

February 7, 2020

*To the Shareholders*

Dear Sir or Madam,

- (1) CAPITAL INCREASE IN AUSTRIA-BASED RIM COMPANY AND RELATED PARTY TRANSACTION**
- (2) CAPITAL INCREASE OF THE WHOLLY-OWNED SUBSIDIARY GFL INTERNATIONAL IN ITS WHOLLY-OWNED SUBSIDIARY NETHERLANDS GANFENG**
- (3) SUBSCRIPTION OF CERTAIN EQUITY INVOLVING INVESTMENT IN MINING RIGHTS AND CAPITAL INCREASE IN ARGENTINA MINERA EXAR BY THE WHOLLY-OWNED SUBSIDIARY OF GFL INTERNATIONAL NETHERLANDS GANFENG AND RELATED PARTY TRANSACTION**
- (4) APPROVAL OF SUBSCRIPTION OF CERTAIN EQUITY IN EXAR CAPITAL AND PROVISION OF FINANCIAL ASSISTANCE TO EXAR CAPITAL BY THE WHOLLY-OWNED SUBSIDIARY GFL INTERNATIONAL AND RELATED PARTY TRANSACTION**

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## **LETTER FROM THE BOARD**

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### **(5) ELECTION OF THE BOARD OF DIRECTORS (6) ELECTION OF THE BOARD OF SUPERVISORS (7) ESTABLISHMENT OF THE SUSTAINABILITY COMMITTEE AND (8) NOTICE OF THE EGM**

#### **I. INTRODUCTION**

Reference is made to the announcement of the Company dated February 7, 2020, in relation to the acquisition of equity interest in Minera Exar and capital injection in Minera Exar.

The purpose of this circular is to provide you with the relevant information for making informed decisions in respect of the resolutions at the EGM in respect of, among other things, (i) capital increase in Austria-based RIM Company and related party transaction; (ii) capital increase of the wholly-owned subsidiary GFL International in its wholly-owned subsidiary Netherlands Ganfeng; (iii) subscription of certain equity involving investment in mining rights and capital increase in Argentina Minera Exar by the wholly-owned subsidiary of GFL International Netherlands Ganfeng and related party transaction; (iv) approval of subscription of certain equity in Exar Capital and provision of financial assistance to Exar Capital by the wholly-owned subsidiary GFL International and related party transaction; (v) election of the board of directors; (vi) election of the board of supervisors; and (vii) establishment of the sustainability committee.

#### **II. CAPITAL INCREASE IN AUSTRIA-BASED RIM COMPANY AND RELATED PARTY TRANSACTION**

The Board announced that it agreed the capital increase in Austria-based RIM Company (“**RIM**”) by GFL International, a wholly-owned subsidiary, and the Australia Process Minerals International Company (“**PMI**”) in proportion to their respective shareholdings, with the transaction amount not exceeding 50 million Australian dollars. Upon the capital increase, the shareholding of PMI will be remained unchanged at 50%.

GFL International, a wholly-owned subsidiary, and PMI will make capital increase in RIM in proportion to their respective shareholdings with the aim to optimise the mining and dressing process of the Mt Marion Spodumene Project, supplementing the liquidity and ensuring the supply of spodumene for the development of the Company and conducive to the development of the Company.

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## LETTER FROM THE BOARD

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As RIM is a related party and the capital injection is a related party transaction under the Shenzhen Listing Rules and The Guidelines for the Standardized Operation for SME Board of the Shenzhen Stock Exchange(《深圳證券交易所中小企業板規範運作指引》), the Acquisition is subject to the approval of the Shareholders in the EGM. However, RIM is not connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the capital increase in RIM does not constitute a connected transaction under Chapter 14A.

The above resolution has been considered and passed at the thirty-ninth meeting of the fourth session of the Board, Mr. LI Liangbin and Mr. WANG Xiaoshen, a related Director, has abstained from voting on the resolution and has not voted on behalf of other Directors. The remaining seven non-related Directors with voting rights have unanimously passed the resolution after consideration. The resolution is hereby proposed to the Shareholders at the EGM for consideration and approval.

The resolution is subject to the consideration and approval at the EGM by way of special resolution.

### **III. CAPITAL INCREASE OF THE WHOLLY-OWNED SUBSIDIARY GFL INTERNATIONAL IN ITS WHOLLY-OWNED SUBSIDIARY NETHERLANDS GANFENG**

In order to meet the needs of the Company's development, it's agreed that the wholly-owned subsidiary GFL International increases its capital to its wholly-owned subsidiary Ganfeng Lithium Netherlands Co., B.V. (hereinafter referred to as "**Netherlands Ganfeng**") with its own funds of US\$380 million.

Upon the completion of the capital injection, the registered capital of Netherlands Ganfeng will increase from US\$85.3 million to US\$465.3 million, 100% equity interest of which GFL International holds.

The capital injection is to expand the scale of Netherlands Ganfeng and to confirm the capital needs for foreign investment of Netherlands Ganfeng. The capital injection will not change the equity proportion held by GFL International in Netherlands 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 special resolution.

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## LETTER FROM THE BOARD

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### IV. SUBSCRIPTION OF CERTAIN EQUITY INVOLVING INVESTMENT IN MINING RIGHTS AND CAPITAL INCREASE IN ARGENTINA MINERA EXAR BY THE WHOLLY-OWNED SUBSIDIARY OF GFL INTERNATIONAL NETHERLANDS GANFENG AND RELATED PARTY TRANSACTION

#### A. The initial acquisition and the former acquisition

On August 13, 2018, the Group entered into an acquisition agreement with LAC and Sociedad Química y Minera de Chile S.A. (“**SQM**”) regarding the acquisition of direct equity interests in the Cauchari-Olaroz project from SQM for an initial consideration of US\$87.5 million due at closing and additional payment of US\$50 million upon the Cauchari-Olaroz project meeting certain sales milestones (“**Initial Acquisition**”). Upon the completion of the Initial Acquisition, the Company held 37.5% of the equity interest in Minera Exar through the Purchaser. Further details about the Initial Acquisition is set out in the prospectus of the Company dated 27 September 2018.

On April 1, 2019, the Group has entered into a transaction agreement with Minera Exar and LAC, pursuant to which, the Purchaser subscribed for 141,016,944 new shares from Minera Exar in aggregate consideration of US\$160 million (the “**Former Acquisition**”). Upon the completion of the Former Acquisition, the Company holds 50% equity interest in Minera Exar through the Purchaser. Further details on the Former Acquisition is set out in the Announcement on Discloseable Transaction of the Company dated April 1, 2019.

#### B. The acquisition and the capital injection

##### 1. Introduction

The Board announces that on February 7, 2020 (after trading hours), the Purchaser (a wholly-owned subsidiary of the Company) entered into the Transaction Agreement with the Target Company and LAC, pursuant to which, the Purchaser shall subscribe for 14,389,484 new shares from the Target Company for a total consideration of US\$16,326,531 (the “**Acquisition**”). Together with the equity interest acquired in the Initial Acquisition and the Former Acquisition, the Purchaser will hold in aggregate 51% of the equity interest in the Target Company upon completion of the Acquisition. The Acquisition will result in consolidation of the assets of the Target Company in the financial statements of the Company.

Upon completion of the Acquisition, the Board agreed that the Purchaser and LAC inject capital in Minera Exar simultaneously in accordance with the proportion of the equity interest they held (the “**Capital Injection**”), among which the amount of capital injection of the Purchaser will not exceed US\$200 million to ensure the smooth construction and operation of Cauchari-Olaroz project of Minera Exar.

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## LETTER FROM THE BOARD

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### **2. *The Agreement***

The salient terms of the Transaction Agreement of the Acquisition are as follows:

*i. Date*

February 7, 2020 (after trading hours)

*ii. Parties*

Purchaser: Ganfeng Lithium Netherlands Co., B.V. (Netherlands Ganfeng), a corporation organized under the laws of the Netherlands, a whollyowned subsidiary of the Company

Target Company: Minera Exar, a joint venture company incorporated in Argentina that holds 100% interest in the Cauchari-Olaroz project

LAC: Lithium Americas Corp., a company incorporated in Canada, that holds 50% equity interest in the Target Company, LAC is held as to 16.8% by GFL International

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiry, each of the Target Company and LAC and their respective ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

*iii. Subject matter*

Pursuant to the Transaction Agreement, the Target Company has conditionally agreed to issue and allot and the Purchaser (as subscriber) conditionally agreed to subscribe for 14,389,484 shares in the Target Company for a consideration of US\$16,326,531 (equivalent to approximately HK\$126,801,636).

*iv. Consideration and basis of consideration*

The total Consideration of the Transaction Agreement shall be US\$16,326,531 (tax inclusive) (equivalent to approximately HK\$126,801,636), equivalent to unit price of US\$1.1346 (equivalent to approximately HK\$8.8120) per target share). The Consideration was arrived at after arm's length negotiations between the Target Company and the Purchaser with reference and in proportion

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## LETTER FROM THE BOARD

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to the valuation of the Target Company and recent precedent transactions. The Company also hired independent valuation advisor to advise the Company on due diligence and valuation.

v. *Payment terms*

The total consideration of US\$16,326,531 (equivalent to approximately HK\$126,801,636) under the Transaction Agreement is payable by the Purchaser to the Target Company upon closing (“**Closing Date**”).

vi. *Conditions*

Payment of the Consideration pursuant to the Transaction Agreement shall be subject to and conditional upon the satisfaction in full of the following conditions:

- a) all terms of the Transaction Agreement being effective;
- b) the Company’s Shareholders’ approval being acquired;
- c) the Board of Directors of LAC’ approval being acquired;
- d) all necessary consents being acquired; and
- e) all necessary regulatory approvals being acquired.

vii. *Completion*

The completion of the Acquisition shall take place on the date when all the conditions precedent contained in the Transaction Agreement are either satisfied or waived. The Parties will use all commercially reasonable efforts to complete the Acquisition as soon as reasonably practicable.

Upon completion of the Acquisition, the Purchaser will hold in aggregate 51%, whereas LAC will remain interested in 49% of the equity interest in the Target Company.

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## LETTER FROM THE BOARD

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### **3. *Reasons For And Benefits Of Entering Into The Transaction Agreement***

The Target Company is a joint venture company incorporated in Argentina that holds 100% interest in the Cauchari-Olaroz project, one of the largest lithium brine resources globally with a total Measured and Indicated resource of 19,852,700 tonnes of lithium carbonate equivalent. It is expected, that once in production (targeting 40,000 tpa of lithium carbonate production capacity per year), the Cauchari-Olaroz project will be among the lowest cost producers of lithium carbonate. Upon completion of the Acquisition, the Purchaser will increase its equity interest in the Target Company from 50% to 51%. The increased project interest is expected to provide the Purchaser with a significant economic return and will result in the majority seats of the Management Committee and the Board of the Minera Exar company, leading the Group to control the Target Company and the assets of the Target Company will be consolidated into the Company's financial statements.

The Directors are of the view that the terms of the Transaction Agreement are fair and reasonable, and the transaction contemplated thereunder is on normal commercial terms and in the interests of the Company and the Shareholders as a whole after taking into account the reasons and benefits as stated above.

### **4. *Information About The Company And The Parties To The Transaction Agreement***

#### *The Company*

The Company is principally engaged in the production of lithium hydroxide, lithium carbonate, lithium fluoride and butyl lithium; and the production, processing and sales of non-ferrous metals, batteries, instrumentation components, machinery and equipment, chemical products, chemical raw materials and chemical products.

#### *The Purchaser*

Netherlands Ganfeng, a corporation organized under the laws of the Netherlands, and a wholly-owned subsidiary of the Company. Netherlands Ganfeng's principal business objectives are to finance for, participate in, to manage and to supervise other enterprises.

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## LETTER FROM THE BOARD

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### *The Target Company*

The Target Company is a joint venture company incorporated in Argentina, owned by LAC and Ganfeng Lithium, that holds 100% interest in the Cauchari-Olaroz lithium brine project. The Target Company's principal business activity is the development of the Cauchari-Olaroz project, including the extraction and production of lithium products.

Set out below is the financial information of the Target Company:

<b>US\$'000</b>	<b>As at/for the year ended December 31, 2018 <i>(Audited)</i></b>	<b>January-June, 2019/ As at June 30, 2019 <i>(Audited)</i></b>
Total Assets	132,696	243,112
Net Assets	27,434	27,157
Revenue	-	-
Profit (loss) before taxation	-647	-277
Profit (loss) after taxation	-647	-277

Set out below is the Mineral Resource Estimate information of the Cauchari-Olaroz project which is owned as to 100% by the Target Company:

<b>Lithium Mineral Resource Summary</b>			
<b>Description</b>	<b>Average Lithium</b>		
	<b>Concentration <i>(mg/L)</i></b>	<b>Lithium <i>(tonnes)</i></b>	<b>LCE <i>(tonnes)</i></b>
Measured Resource	591	667,800	3,554,700
Indicated Resource	592	3,061,900	16,298,000
Measured+ Indicated	592	3,729,700	19,852,700
Inferred	592	887,300	4,722,700

### *LAC*

LAC is a Canadian based resource company focused on advancing two significant lithium projects, the Cauchari-Olaroz project, located in Jujuy province of Argentina, and the Thacker Pass project (formerly Stage 1 of the Kings Valley project), located in north-western Nevada, USA, and on the manufacturing and sales of organoclay products.

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## LETTER FROM THE BOARD

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### C. Implications under the Listing Rules

As both the Initial Acquisition and the Acquisition involve the acquisition of equity interest in the Target Company by the Purchaser within a 12-month period, they are aggregated pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio upon aggregation is more than 5% but less than 25%, the acquisitions and the transactions contemplated thereunder constitute a disclosable transaction of the Company pursuant to Chapter 14 of the Listing Rules and are subject to the announcement requirement thereunder. LAC and Minera Exar are not connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, the subscription of certain equity involving investment in mining rights and capital increase in Argentina Minera Exar by the wholly-owned subsidiary of GFL International Netherlands Ganfeng does not constitute a connected transaction under Chapter 14A of the Listing Rules.

### D. Shareholders' Approval

As the Target Company is a related party and the Acquisition is a related party transaction under the Shenzhen Listing Rules and The Guidelines for the Standardized Operation for SME Board of the Shenzhen Stock Exchange (《深圳證券交易所中小企業板規範運作指引》), the Acquisition is subject to the approval of the Shareholders in the EGM. A circular of the EGM will be sent to all Shareholders in due course.

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

## V. APPROVAL OF SUBSCRIPTION OF CERTAIN EQUITY IN EXAR CAPITAL AND PROVISION OF FINANCIAL ASSISTANCE TO EXAR CAPITAL BY THE WHOLLY-OWNED SUBSIDIARY GFL INTERNATIONAL AND RELATED PARTY TRANSACTION

The Board announced that it agreed the subscription of no more than 688,776 new shares of Exar Capital BV (the “**Exar Capital**”) by GFL International, a wholly-owned subsidiary of the Company, with its self-owned funds of no more than USD688,776, and authorized the management of the Company to handle matters relating to the transaction. Prior to the completion of the transaction, GFL International held 37.5% of the equity interest in Exar Capital, and LAC held 62.5% of the equity interest in Exar Capital. Upon the completion of the transaction, GFL International held no more than 51% of the equity interest in Exar Capital.

Upon the completion of the transaction, it is agreed to provide Exar Capital with a total financial assistance amount of not exceeding USD40 million by GFL International. The financial assistance aims to ensure that the Company can obtain control right of Exar Capital and Argentina Minera Exar, and optimize the creditor-debtor relationship of Exar Capital, and assist Exar Capital in repaying its related borrowings.

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## LETTER FROM THE BOARD

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The main contents of the financial assistance are as follow:

- 1) Purpose of the financial assistance: to assist Exar Capital in repaying its own liabilities and optimize the creditor-debtor relationship of Exar Capital;
- 2) Amount of the financial assistance: GFL International will provide financial assistance of not exceeding USD40 million to Exar Capital;
- 3) Source of funds: Self-owned funds;
- 4) Annual interest rate: No interest will be accrued on the loan since the financial assistance aims to ensure the Company can obtain control right of Exar Capital and Minera Exar, and optimize the creditor-debtor relationship of Exar Capital;
- 5) Financial assistance provided by other shareholders to Exar Capital: Other Shareholders have not provided financial assistance on equal terms in proportion to their shareholding to Exar Capital;
- 6) Repayment guarantee: Exar Capital will repay the loan with its operating income.

As Exar Capital is a related party and the subscription and the borrowings are related party transactions under the Shenzhen Listing Rules and The Guidelines for the Standardized Operation for SME Board of the Shenzhen Stock Exchange(《深圳證券交易所中小企業板規範運作指引》), the acquisition is subject to the approval of the Shareholders in a Shareholders' meeting. However, Exar Capital and Minera Exar are not connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, the subscription of certain equity in Exar Capital and provision of financial assistance to Exar Capital by the wholly-owned subsidiary GFL International does not constitute a connected transaction under Chapter 14A of the Listing Rules.

The above resolution has been considered and passed at the thirty-ninth meeting of the fourth session of the Board, Mr. WANG Xiaoshen, a related Director, has abstained from voting on the resolution and has not voted on behalf of other Directors. The remaining eight non-related Directors with voting rights have unanimously passed the resolution after consideration. The resolution is hereby proposed to the Shareholders at the EGM for consideration and approval.

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

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## LETTER FROM THE BOARD

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### VI. ELECTION OF THE BOARD OF DIRECTORS

In view of the expiration of the term of office of the fourth session of the Board, according to the Company Law, the Articles of Association and other relevant provisions, the nomination committee of the Board nominated the candidates for Directors of the fifth session of the Board as follows:

Nominate Mr. LI Liangbin, Mr. WANG Xiaoshen, Ms. DENG Zhaonan, and Mr. GE Zhimin as candidates for executive Directors of the fifth session of the Board;

Nominate Mr. YU Jianguo and Ms. YANG Juanjuan as candidates for non-executive Directors of the fifth session of the Board;

Nominate Mr. LIU Jun, Ms. WONG Sze Wing, Ms. Xu Yixin and Mr. Xu Guanghua as candidates for independent non-executive Directors of the fifth session of the Board.

The total number of Directors who concurrently serve as senior management of the Company and Directors served by employee representatives shall not exceed one-half of the total number of Directors. By examining the personal profile and work performance of the above-mentioned 10 candidates for Directors, the Board has not found any of the circumstances stipulated in Article 146 of the Company Law, and has not found any person who is identified by the CSRC as being prohibited from accessing the securities market. The above-mentioned candidates are qualified to serve as Directors and meet the requirements for appointment as Directors. Among which, the four candidates for independent Directors all have the independence required by the “Guidance on the Establishment of an Independent Director System in Listed Companies” issued by the CSRC and the relevant requirements, and candidates for independent Directors shall be proposed to the EGM of the Company for election after reviewed by SZSE with no objection. The Directors of the fifth session of the Board of the Company shall be elected by accumulative voting at the EGM, and the voting of independent Directors and non-independent Directors shall be conducted separately. Prior to the new session of the Board elected at the EGM, the current Board will continue to perform its duties till new Board members are elected.

The resolutions are subject to the consideration and approval at the EGM by way of ordinary resolutions.

The biography details of candidates nominated as Directors at the EGM are set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### VII. ELECTION OF THE BOARD OF SUPERVISORS

In view of the expiration of the term of office of the fourth session of the board of supervisors of the Company, according to the Company Law, the Articles of Association and other relevant provisions, it was approved to nominate the candidates for supervisors of the fifth session of the board of supervisors as follows:

Nominate Mr. Zou Jian and Mr. Guo Huaping as candidates for non-employee representative supervisors of the fifth session of the board of supervisors of the Company and nominate Mr. Huang Hua'an (黃華安) as a candidate for employee representative supervisor.

Among the candidates for supervisors nominated, the number of supervisors that held directorships or senior management positions within the Company during the last two years does not exceed one half of the total number of supervisors of the Company, and the number of supervisors that were solely nominated by Shareholders does not exceed one half of the total number of supervisors of the Company.

The resolutions are subject to the consideration and approval at the EGM by way of ordinary resolutions.

The biography details of candidates nominated as supervisors at the EGM are set out in Appendix I to this circular.

### VIII. ESTABLISHMENT OF THE SUSTAINABILITY COMMITTEE

In order to strengthen the Company's management ability in terms of the Environment, Social, Governance, and enhance the level of sustainable development of the Company, the Company plans to set up a sustainability committee of the Board, and plans to make amendments to relevant contents of the Articles of Association. The Board will prepare a relevant circular to propose amendments to the Articles of Association as soon as possible.

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

### IX. EGM

The resolutions regarding, among other things, (i) capital increase in Austria-based RIM Company and related party transaction; (ii) the capital injection by the wholly-owned subsidiary, GFL International to its wholly-owned subsidiary Netherlands Ganfeng; (iii) subscription of certain equity involving investment in mining rights and capital increase in Argentina Minera Exar by the wholly-owned subsidiary of GFL International Netherlands Ganfeng and related party

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## LETTER FROM THE BOARD

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transaction; and (iv) approval of subscription of certain equity in Exar Capital and provision of financial assistance to Exar Capital by the wholly-owned subsidiary GFL International and related party transaction; are subject to the approval by way of special resolutions of Shareholders at the Shareholders meeting, 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. All related Shareholders shall abstain from voting.

The resolution regarding, among other things, (v) election of the board of directors; (vi) election of the board of supervisors; and (vii) establishment of the sustainability committee is subject to the approval by way of ordinary resolution of Shareholders at the Shareholders' meeting.

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 in proposal (i), (ii), (iii), (iv) and (v) 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.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, none of the Shareholders is required to abstain from voting at the EGM under the Listing Rules.

(i) A notice convening the EGM to 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 PRC on Tuesday, March 24, 2020 at 2:00 p.m.; and (ii) the form of proxy for use at and the reply slip in relation to the EGM were despatched by the Company on February 7, 2020 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). As disclosed in the meeting notice, for the purpose of determining the H Shareholders entitled to attend and vote at the EGM, the register of members of the H Shares of the Company has been scheduled to close from Saturday, February 22, 2020 to Tuesday, March 24, 2020 (both days inclusive), during which period no transfer of H Share will be registered. Shareholders whose names appear on the register of members of the H Shares of the Company kept with the Computershare Hong Kong Investor Services Limited at 4:30 p.m. on Friday, February 21, 2020 are entitled to attend the EGM. Whether or not you intend to attend the EGM, we encourage you to complete and return the form of proxy 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 the EGM (or any adjournments thereof). Completion and return of the form of

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## LETTER FROM THE BOARD

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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.

### **X. VOTING BY WAY OF POLL**

The votes of the Shareholders at the EGM will be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, none of the Shareholders is required to abstain from voting at the general meeting under the Listing Rules. 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.

### **XI. 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 to attend and vote in favour of the resolutions.

### **XII. 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*

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## NOTICE OF THE EGM

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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)**

## 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, March 24, 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 February 7, 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. Capital increase in Austria-based RIM Company and related party transaction;
2. Capital injection by the wholly-owned subsidiary, GFL International to its wholly-owned subsidiary Netherlands Ganfeng;
3. Subscription of certain equity involving investment in mining rights and capital increase in Argentina Minera Exar by the wholly-owned subsidiary of GFL International Netherlands Ganfeng and related party transaction;
4. Approval of subscription of certain equity in Exar Capital and provision of financial assistance to Exar Capital by the wholly-owned subsidiary GFL International and related party transaction;

### **ORDINARY RESOLUTIONS**

5. Election of the board of directors – election of non-independent directors;
  - 5.01 Election of Mr. Li Liangbin as a director of the fifth session of the Board;
  - 5.02 Election of Mr. Wang Xiaoshen as a director of the fifth session of the Board;

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## NOTICE OF THE EGM

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- 5.03 Election of Ms. Deng Zhaonan as a director of the fifth session of the Board;
- 5.04 Election of Mr. Ge Zhimin as a director of the fifth session of the Board;
- 5.05 Election of Mr. Yu Jianguo as a director of the fifth session of the Board;
- 5.06 Election of Ms. Yang Juanjuan as a director of the fifth session of the Board;
- 6. Election of the board of directors – election of independent directors;
  - 6.01 Election of Mr. Liu Jun as an independent director of the fifth session of the Board;
  - 6.02 Election of Ms. Wong Sze Wing as an independent director of the fifth session of the Board;
  - 6.03 Election of Ms. Xu Yixin as an independent director of the fifth session of the Board;
  - 6.04 Election of Mr. Xu Guanghua as an independent director of the fifth session of the Board;
- 7. Election of the board of supervisors;
  - 7.01 Election of Mr. Zou Jian as a supervisor of the fifth session of the board of supervisors;
  - 7.02 Election of Mr. Guo Huaping as a supervisor of the fifth session of the board of supervisors;  
and
- 8. Establishment of the sustainability committee

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

February 7, 2020

*As at the date of this notice, the Board of the Company comprises Mr. LI Liangbin, Mr. WANG Xiaoshen, Mr. SHEN Haibo, Ms. DENG Zhaonan and Mr. XU Xiaoxiong as executive directors of the Company; Mr. HUANG Daifang as non-executive director of the Company; and Mr. HUANG Huasheng, Mr. LIU Jun and Ms. WONG Sze Wing as independent non-executive directors of the Company.*

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## NOTICE OF THE EGM

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*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 Saturday, February 22, 2020 to Tuesday, March 24, 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 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, February 21, 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, February 21, 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, March 4, 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, March 23, 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](mailto:hkinfo@computershare.com.hk) in connection with the EGM.

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## NOTICE OF THE EGM

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- (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 authorized 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, Mr. SHEN Haibo, Ms. DENG Zhaonan and Mr. XU Xiaoxiong as executive directors of the Company; Mr. HUANG Daifang as non-executive director of the Company; and Mr. HUANG Huasheng, Mr. LIU Jun and Ms. WONG Sze Wing as independent non-executive directors of the Company.

Biographical details of candidates for Directors and supervisors nominated at the EGM are set out as follows:

**Executive Directors**

**Mr. Li Liangbin (李良彬) (“Mr. Li”)**, aged 52, was appointed as the chairman of the Board and our Director on 6 December 2007. He was then appointed as our executive Director and the President of our Company on 29 December 2017 and 27 December 2010, respectively. Mr. Li is our largest Shareholder and founder. He is primarily responsible for the overall management of our Company’s business strategies and operations. Mr. Li has almost 30 years of experience in the lithium industry. He currently serves as a director in a number of companies in which our Company has equity interests, including certain subsidiaries of our Company. Prior to establishing our Company, Mr. Li worked at the scientific research institution of Jiangxi Lithium Plant (江西鋰廠), a state-owned enterprise and founded and served as the general manager of Xinyu Ganfeng Metal Lithium Plant (新余市贛鋒金屬鋰廠) from July 1988 to December 1996 and from January 1997 to February 2000, respectively. Mr. Li has been serving as the vice president of the China Nonferrous Metal Industry Association, Lithium Branch (中國有色金屬工業協會鋰業分會). He has also been a member of the 9th Session of Standing Committee of the People’s Congress of Xinyu City, Jiangxi Province (江西省新余市第九屆人大常委會委員) and the vice chairman of Jiangxi Provincial Federation of Industry and Commerce (江西省工商業聯合會) since October 2016 and June 2017, respectively. Since January 2017, Mr. Li has been entitled to the special allowance of the State Council for his technology excellence. He was also awarded the Bauhinia Cup Technology Innovation Awards (紫荊花杯科技創新獎) by the Hong Kong Polytechnic University (香港理工大學) in November 2013. Further, Mr. Li was accredited as a Professorate Senior Engineer (教授級高級工程師) by the Qualification Office of Jiangxi Province (江西省職稱工作辦公室) and was selected into the Ganpo Talents 555 Project (贛鄱英才555工程) by Jiangxi Provincial Committee of CPC in April 2013 and in March 2011, respectively. Mr. Li obtained an associate’s degree in chemistry from Yichun University (宜春學院, formally known as Yichun Normal College (宜春師範專科學校)) in the PRC in July 1988.

Save as disclosed above, he did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Mr. Li is not related to any Director, supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Li was interested in 269,770,452 A Shares within the meaning of Part XV of the SFO.

The term of office under the current appointment letter made between Mr. Li and the Company will expire on 5 April 2020 and the term will be renewed for further 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders' approval of re-election of Mr. Li as an executive Director at the EGM. His emoluments are determined by reference to job responsibilities and prevailing market conditions. The Board proposes to fix Mr. Li's annual emolument as a member of the senior management.

In relation to the re-election of Mr. Li as an executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

**Mr. Wang Xiaoshen (王曉申) ("Mr. Wang")**, aged 51, was appointed as our Director on 6 December 2007. He was then appointed as the vice president of the Board and our executive Director on 3 December 2010 and 29 December 2017, respectively. He has been the vice president of our Company since 27 December 2010. He is primarily responsible for the marketing, investment and overseas business of our Company and has over 25 years of experience in sales and marketing of lithium products. Mr. Wang joined our Company in July 2006 as a general manager. Since then, Mr. Wang has been a director of several companies in which our Company has equity interests, including certain subsidiaries of our Company. He has been a Director of GFL International, Mariana Lithium, RIM, Lithium Americas (listed on the Toronto Stock Exchange under the symbol LAC and on the OTC Markets in the U.S. under the symbol LACDF) and Bacanora Lithium Plc (a company listed on AIM of London Stock Exchange in the United Kingdom under the symbol BCN) since March 2011, July 2014, September 2015, June 2017 and October 2019, respectively, and he was previously a non-executive Director of International Lithium (listed on the Toronto Stock Exchange (ILC), the Frankfurt Stock Exchange (IAH), the OTC Markets in the U.S. (ILHMF), the Stuttgart Stock Exchange (A1JAZU) and the Berlin Stock Exchange (A1JAZU)) from June 2011 to August 2017. Prior to joining our Company, Mr. Wang worked at China National Nonferrous Metals Industrial Xinjiang Co., Ltd., Xinjiang Lithium Salts Plant (中國有色金屬工業總公司新疆公司新疆鋰鹽廠) from July 1991 to April 1992. He then served as the vice general manager of China National Nonferrous Metals Import and Export Xinjiang Co., Ltd. (中國有色金屬進出口新疆公司), a company principally engaged in import and export trading of nonferrous metals, and was responsible for lithium business from April 1992 to July 2002. From August 2002 to June 2005, he was the chairman of the board and the general manager of Suzhou Taihu Enterprise Co., Ltd. (蘇州太湖企業有限公司), a company principally engaged in production and sales of power tools and hardware tools. Mr. Wang obtained a bachelor's degree in industrial engineering management (工業管理工程) from North China University of Technology (北方工業大學) in the PRC in June 1990. He obtained an EMBA from the China Europe International Business School (中歐國際工商學院) in the PRC in August 2002.

Save as disclosed above, he did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Mr. Wang is not related to any Director, supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Wang was interested in 100,898,904 A Shares and 37,000 H Shares within the meaning of Part XV of the SFO.

The term of office under the current appointment letter made between Mr. Wang and the Company will expire on 5 April 2020 and the term will be renewed for further 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders' approval of re-election of Mr. Wang as an executive Director at the EGM. His emoluments are determined by reference to job responsibilities and prevailing market conditions. The Board proposes to fix Mr. Wang's annual emolument as a member of the senior management.

In relation to the re-election of Mr. Wang as an executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

**Ms. Deng Zhaonan (鄧招男) ("Ms. Deng")**, aged 52, was appointed as our Director and executive Director on 3 December 2013 and 29 December 2017, respectively. She has been the Vice President of our Company since 12 August 2011. She is primarily responsible for overseeing the quality control of our products, the production, and daily operations of our Company. Ms. Deng has over 10 years of experience in the lithium industry. She joined our Company in April 2004 as a deputy general manager and has served various positions in our Company or its subsidiary since then. From December 2007 to October 2008, she was a vice general manager of Xinyu Ganfeng Organic Lithium Co., Ltd. (新余贛鋒有機鋰有限公司). She then served as a director of the technology center and general manager of the basic lithium plant of our Company from October 2008 to October 2010 and from October 2010 to August 2011, respectively. Ms. Deng was accredited as a Professorate Senior Engineer by the Department of Human Resources and Social Security of Jiangxi Province (江西省人力資源和社會保障廳, "JXHRSS") in December 2017. She graduated from the College of Chemical Engineering of Xiangtan University (湘潭大學) in the PRC and obtained a bachelor's degree in food engineering in June 1992.

Save as disclosed above, she did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Ms. Deng is not related to any Director, supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Ms. Deng was interested in 2,852,928 A Shares within the meaning of Part XV of the SFO.

The term of office under the current appointment letter made between Ms. Deng and the Company will expire on 5 April 2020 and the term will be renewed for further 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders' approval of re-election of Ms. Deng as an executive Director at the EGM. Her emoluments are determined by reference to job responsibilities and prevailing market conditions. The Board proposes to fix Ms. Deng's annual emolument as a member of the senior management.

In relation to the re-election of Ms. Deng as an executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

**Ge Zhimin (戈志敏) ("Mr. Ge")**, aged 50, obtained a bachelor's degree. He successively served as manager and senior manager of engineering department of Dongguan Amperex Technology Limited (東莞新能源科技有限公司), executive deputy general manager of Shenzhen Haitaiyang Technology Co., Ltd. (深圳海太陽科技有限公司), general manager of Dongguan Liwinon Energy Technology Co., Ltd. (東莞鋰威新能源科技有限公司) and executive deputy general manager of TCL Jinneng Battery Co., Ltd. (TCL 金能電池有限公司). Mr. Ge joined the group in April 2017, and he currently serves as deputy president of the Company and general manager of Dongguan Ganfeng Electronics Co., Ltd., the wholly-owned subsidiary of the Company.

Save as disclosed above, he did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Mr. Ge is not related to any Director, supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Ge holds interest in 15,900 shares A share that are required to be disclosed under Part XV of the SFO.

Mr. Ge will be appointed as an executive Director of the Company upon the Shareholders' approval at the EGM with a term of office for 3 years commencing from the date of the passing of the resolution of appointment. The Company will enter into the letter of appointment with Mr. Ge. His emoluments are determined by reference to job responsibilities and prevailing market conditions. The Board proposes to fix Mr. Ge's annual emolument as a member of the senior management.

In relation to the election of Mr. Ge as an executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

**Non-executive Directors**

**Mr. Yu Jianguo** (于建國) (“**Mr. Yu**”), aged 69, is a member of the Communist Party of China and a tutor for doctoral candidates. He served as the director of science and technology department, the director of the National Technology Transfer Center (國家技術轉移中心), the dean of the College of Resources and Environmental Engineering, the dean of Graduate School, and the vice-president of East China University of Science and Technology(華東理工大學), an expert in the field of resources and environment in the “11th Five-Year Plan” period of the National 863 Program (國家863計劃) and an expert in the subject of “12th Five-Year Plan” resources, and a member of the Science and Technology Committee of the Ministry of Education (教育部科技委)。Currently, he is the director of the National Salt Lake Resources Comprehensive Utilization Engineering Technology Research Center of East China University of Science and Technology (華東理工大學國家鹽湖資源綜合利用工程技術研究中心), the director of the National Environmental Protection Key Laboratory of Chemical Process Risk Assessment and Control (國家環境保護化工過程風險評價與控制重點實驗室), and the director of the Resource Process Engineering Research Center of the Ministry of Education(教育部資源過程工程研究中心)。Academic part-times of Mr. Yu include the executive director of China Chemical Industry Association (中國化工學會), the deputy director of Fertilizers Professional Committee (化肥專業委員會), and the vice-chairman of Shanghai Chemistry and Chemical Industry Association (上海市化學化工學會)。Mr. Yu graduated from East China Institute of Chemical Technology (華東化工學院) in 1982, majoring in inorganic chemical engineering, then Mr. Yu obtained a master degree and a doctorate degree of engineering.

Save as disclosed above, he did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Mr. Yu is not related to any Director, supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Yu did not hold any interests in the shares of the Company that are required to be disclosed under Part XV of the SFO.

Mr. Yu will be appointed as an executive Director of the Company and a member of the strategy committee of the Board upon the Shareholders’ approval at the EGM with a term of office for 3 years commencing from the date of the passing of the resolution of appointment. The Company will enter into the letter of appointment with Mr. Yu. His emoluments are determined by reference to job responsibilities and prevailing market conditions. The Board proposes to fix Mr. Yu’s annual director’s emolument at RMB80,000, subject to the approval of the Shareholders at the EGM.

In relation to the election of Mr. Yu as an executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

**Ms. YANG Juanjuan (楊娟娟) (“Ms YANG”)**, aged 37, is studying for a Master of Business Administration degree of Shaanxi MBA College (陝西工商管理碩士), now serves as the deputy manager of finance department of Shaanxi Coal Industry Co. Ltd. She served as the account manager of financial market department of Finance Company of Shaanxi Coal Industry Group (陝西煤業集團財務公司), the manager of settlement department and the manager of financial market department of Finance Company of Shaanxi Coal Group.

Save as disclosed above, she did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Ms. Yang is not related to any Director, supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Ms. Yang did not hold any interests in the shares of the Company that are required to be disclosed under Part XV of the SFO.

Ms. Yang will be appointed as an independent non-executive Director of the Company, a member of the strategy committee of the Board and a member of the remuneration committee of the Board upon the Shareholders’ approval at the EGM with a term of office for 3 years commencing from the date of the passing of the resolution of appointment. The Company will enter into the letter of appointment with Ms. Yang. Her emoluments are determined by reference to job responsibilities and prevailing market conditions. The Board proposes to fix Ms. Yang’s annual director’s emolument at RMB80,000, subject to the approval of the Shareholders at the EGM.

In relation to the election of Ms. Yang as an independent non-executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

### **Independent Non-executive Directors**

The nomination committee of the Board (the “**Nomination Committee**”) has assessed and reviewed the written confirmations of independence of Mr. Liu Jun, Ms. Wong Sze Wing, Ms. Xu Yixin and Mr. Xu Guanghua based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that they remain independent in accordance with Rule 3.13 of the Listing Rules. In addition, the Nomination Committee has evaluated Mr. Liu Jun, Ms. Wong Sze Wing, Ms. Xu Yixin and Mr. Xu Guanghua based on criteria set out in the nomination policy adopted by the Company including but not limited to their character and integrity, professional qualifications, skills, knowledge, experience and willingness and ability to devote adequate time to discharge duties as members of the Board.

The Nomination Committee is also of the view that Mr. Liu Jun, Ms. Wong Sze Wing, Ms. Xu Yixin and Mr. Xu Guanghua will bring to the Board perspectives, skills and experience as further described in their biographies below.

Based on the Board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Liu Jun, Ms. Wong Sze Wing, Ms. Xu Yixin and Mr. Xu Guanghua can contribute to the diversity of the Board, in particular, with Mr. Liu Jun and Ms. Wong Sze Wing's accounting and finance experience and Ms. Xu Yixin and Mr. Xu Guanghua's experience in law.

Therefore, the Board, with the recommendation of the Nomination Committee, supports Mr. Liu Jun and Ms. Wong Sze Wing's re-elections as independent non-executive Directors at the EGM and supports Ms. Xu Yixin and Mr. Xu Guanghua's elections as independent non-executive at EGM.

**Mr. Liu Jun (劉駿) ("Mr. Liu")**, aged 56, was appointed as our independent Director and independent non-executive Director on 31 March 2016 and 29 December 2017, respectively. He is responsible for providing independent advice on the operations and management of our Company. Mr. Liu Jun has over 16 years of experience in accounting. He has been serving several positions in JUFÉ since 2001, including professor of accountancy, Ph.D tutor and postdoctoral advisor since 2001, 2006 and 2010, respectively. He was an associate dean of the School of Accountancy of JUFÉ from March 2001 to September 2001 and served as a deputy director of the audit office of JUFÉ from July 2004 to June 2009. Mr. Liu Jun was awarded the First Prize for Outstanding Achievements in Educational Science of Jiangxi Province (江西省教育科學優秀成果一等獎) by the Office of Leading Group of Educational Sciences of Jiangxi Province (江西省教育科學領導小組辦公室) in October 2004. Mr. Liu Jun obtained a bachelor's degree in business finance and accounting (商業財務會計) from Zhejiang Gongshang University (formerly known as Hangzhou College of Commerce) in the PRC in July 1985 and a doctoral degree in industrial economics from JUFÉ in June 2004.

Save as disclosed above, he did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Mr. Liu is not related to any Director, supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Liu was not interested in any Shares of the Company discloseable within the meaning of Part XV of the SFO.

The term of office under the current appointment letter made between Mr. Liu and the Company will expire on 5 April 2020 and the term will be renewed for further 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders' approval of re-election of Mr. Liu as an executive Director and the chairman of the audit committee of the Board at the EGM. His emoluments are determined by reference to job responsibilities and prevailing market conditions. The Board proposes to fix Mr. Liu's annual director's emolument at RMB80,000, subject to the approval of the Shareholders at the EGM.

In relation to the re-election of Mr. Liu as an independent non-executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

**Ms. Wong Sze Wing (黃斯穎) ("Ms. Wong")**, aged 41, was appointed as an independent non-executive Director of our Company on 29 July 2018 and is responsible for providing independent advice on the operations and management of our Company. Ms. Wong has over ten years of experience in accounting in the industrial sector. Her working experience includes the following:

<b>Name of Entity</b>	<b>Principal Business</b>	<b>Latest Position</b>	<b>Period of Time</b>
PricewaterhouseCoopers	accounting and auditing services	Manager	From September 2001 to December 2006
Orange Sky Entertainment Group (International) Holding Company Limited (橙天娛樂集團 (國際) 控股有限公司, "OSEG")	music and musical production, artist management and advertising business	Chief Financial Officer	From January 2007 to January 2008
Arex China Co., Ltd. (艾迴音樂影像製作 (中國) 有限公司) (a wholly foreign-owned enterprise initially established by OSEG and Avex Group Holdings Inc., a company listed on the Tokyo Stock Exchange with stock code 78600)	music and musical production	Chief Financial Officer	From January 2007 to July 2008

Yingde Gases Group Company Limited (盈德氣體集團有限公司, “Yingde Gases”) (a company previously listed on the Stock Exchange with stock code 2168 and a constituent stock of Hang Seng Composite Index)	production and sales of industrial gas products	Chief Financial Officer	Since July 2010
		Joint Company Secretary	From February 2009 to March 2017
Orange Sky Golden Harvest Entertainment (Holdings) Limited (橙天嘉禾娛樂(集團)有限公司) (a company listed on the Stock Exchange with stock code 1132)	film exhibition operation	Independent Non-Executive Director	Since April 2010

Ms. Wong became a member of the Hong Kong Institute of Certified Public Accountants in February 2004. She obtained a bachelor’s degree in business administration from the University of Hong Kong (香港大學) in Hong Kong in November 2001. She also obtained an EMBA degree from China Europe International Business School in the PRC in July 2012.

Save as disclosed above, she did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Ms. Wong is not related to any Director, supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Ms. Wong was not interested in any Shares of the Company discloseable within the meaning of Part XV of the SFO.

The term of office under the current appointment letter made between Ms. Wong and the Company will expire on 5 April 2020 and the term will be renewed for further 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders’ approval of re-election of Ms. Wong as an executive Director at the EGM. Her emoluments are determined by reference to job responsibilities and prevailing market conditions. The Board proposes to fix Ms. Wong’s annual director’s emolument at HK\$200,000, subject to the approval of the Shareholders at the EGM.

In relation to the re-election of Ms. Wong as an independent non-executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

**Ms. Xu Yixin (徐一新) (“Ms. Xu”)**, aged 50, graduated from East China University of Political Science and Law with a bachelor’s degree of law. She has successively served as lawyer, partner, senior partner of Jiangxi Yuzhang Law Firm (江西豫章律師事務所) since January 2001. She currently serves as arbitrator of Nanchang Arbitration Committee (南昌仲裁委員會), director of Legal Advisor Professional Committee of Law Association in Jiangxi Province (江西省律協法律顧問專業委員會), executive director of Nanchang Law Association (南昌市律協), director of Criminal Law Professional Committee of Nanchang Law Association (南昌市律協刑事法律專業委員會), director of Women Work Committee of Nanchang Law Association (南昌市律協女工委), and a visiting professor and MBA tutor of Jiangxi Science and Technology Normal University (江西科技師範大學).

Save as disclosed above, she did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Ms. Xu is not related to any Director, supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Ms. Xu did not hold any interests in the shares of the Company that are required to be disclosed under Part XV of the SFO.

Ms. Xu will be appointed as an independent non-executive Director of the Company, the chairman of the remuneration committee of the Board and a member of the audit committee of the Board upon the Shareholders’ approval at the EGM with a term of office for 3 years commencing from the date of the passing of the resolution of appointment. The Company will enter into the letter of appointment with Ms. Xu. Her emoluments are determined by reference to job responsibilities and prevailing market conditions. The Board proposes to fix Ms. Xu’s annual director’s emolument at RMB80,000, subject to the approval of the Shareholders at the EGM.

In relation to the election of Ms. Xu as an independent non-executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

**Mr. Xu Guanghua (徐光華) (“Mr. Xu”)**, aged 38, graduated from Wuhan University with a doctor’s degree in law in 2008. He engaged in postdoctoral researching in the Criminal Law Science Research Institute of Beijing Normal University (北京師範大學) from 2008 to 2011. Since December 2005 he has successively served as an associate professor, professor and doctoral tutor in Jiangxi University of Finance and Economics (江西財經大學). Mr. Xu was selected into the Hundred, Thousand and Ten Thousand Talent Program of Jiangxi Province (江西省百千萬人才工程), and was granted the title as the Young Jingtang Scholar of Jiangxi Province (江西省青年井崗學者). He currently serves as director of the China Branch of International Criminal Law Society (國際刑法學會中國分會), a member of China Criminal Law Society (中國刑法學研究會), director of Criminology Research Society in Jiangxi Province (江西省

犯罪學研究會), director of Economic Crime Research Centre in Jiangxi Province (江西省經濟犯罪研究中心), an arbitrator of Nanchang Arbitration Committee (南昌市仲裁委員會) and an visiting scholar of the University of Missouri, Kansas City (美國密蘇裏大學堪薩斯分校).

Save as disclosed above, he did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Mr. Xu is not related to any Director, supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Xu did not hold any interests in the shares of the Company that are required to be disclosed under Part XV of the SFO.

Mr. Xu will be appointed as an independent non-executive Director of the Company and a member of the remuneration committee of the Board upon the Shareholders' approval at the EGM with a term of office for 3 years commencing from the date of the passing of the resolution of appointment. The Company will enter into the letter of appointment with Mr. Xu. His emoluments are determined by reference to job responsibilities and prevailing market conditions. The Board proposes to fix Mr. Xu's annual director's emolument at RMB80,000, subject to the approval of the Shareholders at the EGM.

In relation to the election of Mr. Xu as an independent non-executive Director, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

### **External Supervisors**

**Zou Jian (鄒健)** ("Mr. Zou"), aged 55, was appointed as a Supervisor of our Company on 6 April 2017. He is responsible for supervising the performance of duties by the Directors and senior management of our Company. He has over 15 years of experience in the non-ferrous metal industry. Prior to joining our Company, he worked at Hengyang Hengye Heavy Machinery Co., Ltd. (衡陽衡冶重型機械有限公司). He was also the chief of marketing division of the Shanghai branch of Beijing New Century Certification Company Limited (北京新世紀認證有限公司) from June 2002 to June 2005. He has been the branch office general manager of the Shanghai branch of Beijing Saixi Certification Co., Ltd. (北京賽西認證有限公司) from April 2012 to April 2014. Mr. Zou was qualified as a Senior Engineer (高級工程師) in November 1999. He completed postgraduate courses in business management from the Graduate School of Chinese Academy of Social Sciences (中國社會科學院) in the PRC in July 1998.

Save as disclosed above, he did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Mr. Zou is not related to any Director, supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Zou was not interested in any Shares of the Company discloseable within the meaning of Part XV of the SFO.

The term of office under the current appointment letter made between Mr. Zou and the Company will expire on 5 April 2020 and the term will be renewed for further 3 years commencing from the date of the passing of the resolution of appointment upon the Shareholders' approval of re-election of Mr. Zou as a supervisor at the EGM. His emoluments are determined by reference to job responsibilities and prevailing market conditions. The board of supervisors proposes to fix Mr. Zou's annual supervisor's emolument at RMB80,000, subject to the approval of the Shareholders at the EGM.

In relation to the re-election of Mr. Zou as a supervisor, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

**Mr. Guo Huaping (郭華平) ("Mr. Guo")**, aged 56, a doctor of industrial economics, has served as the professor of school of accounting, the master tutor and the deputy director of the scientific research office at Jiangxi University of Finance and Economics, the deputy director of the office of academic affairs, the deputy director of center for modern education technology and vice president of the labor union of Jiangxi University of Finance and Economics. Mr. Guo was appointed as the independent director and independent non-executive director of the Company on 3 December 2013 and 29 December 2017, respectively, and resigned as independent non-executive director of the Company on 3 December 2019 due to the expiration of his term of office.

Mr. Guo currently holds or has held directorship in several listed companies other than the Company as set out below:

<b>Name of Entity</b>	<b>Principal Business</b>	<b>Place of listing and stock code</b>	<b>Position and period of time</b>
Jiangxi Hengda Hi-tech Co., Ltd. (江西恒大高新技術股份有限公司, "Jiangxi Hengda")	provision of technical service in connection with protective materials, individualized protection scheme and engineering technology	Shenzhen Stock Exchange (stock code: 002591)	an independent director from July 2008 to August 2014

Renhe Pharmacy Co., Ltd (仁和藥業股份有限公司, “ <b>Renhe Pharmacy</b> ”)	production and sales of Chinese medicine and health-related products	Shenzhen Stock Exchange (stock code: 000650)	an independent director from February 2013 to March 2019
Jiangxi Wannianqing Cement Co., Ltd. (江西萬年青水泥股份有限公司, “ <b>Jiangxi Wannianqing</b> ”)	production and sales of cement	Shenzhen Stock Exchange (stock code: 000789)	an independent non-executive director since September 2015

Save as disclosed above, he did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Mr. Guo is not related to any Director, supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Guo was not interested in any Shares of the Company discloseable within the meaning of Part XV of the SFO.

Mr. Guo will be appointed as a supervisor of the Company upon the Shareholders’ approval at the EGM with a term of office for 3 years commencing from the date of the passing of the resolution of appointment. The Company will enter into the letter of appointment with Mr. Guo. His emoluments are determined by reference to job responsibilities and prevailing market conditions. The Board proposes to fix Mr. Guo’s annual director’s emolument at RMB80,000, subject to the approval of the Shareholders at the EGM.

In relation to the election of Mr. Guo as a supervisor, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

### **Employee Representative Supervisor**

**Mr. Huang Hua’an (黃華安)** (“**Mr. Huang**”), aged 29, graduated from Hebei University of Economics and Business majoring in statistics in 2014. He served as an analyst at KPMG Global Commercial Service (Guangdong) Co. Ltd. (畢馬威全球商務服務(廣東)有限公司) from September 2014 to December 2017 and he joined the Company as the Head of Auditing Department in July 2018.

Save as disclosed above, he did not hold any directorship in any listed companies in the past three years or any other positions with the Group.

Mr. Huang is not related to any Director, supervisor, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Huang was not interested in any Shares of the Company discloseable within the meaning of Part XV of the SFO.

Subject to the approval of the staff of the Company, Mr. Huang will be appointed as a staff representative supervisor of the Company and the term of office will be 3 years commencing from the date of the passing of the approval of election of Mr. Huang as a supervisor at the separate meeting held by the staff of the Company. As a staff representative supervisor, he is not entitled to supervisor's emolument.

In relation to the election of Mr. Huang as a supervisor, save as disclosed above, there is no information which is discloseable pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.