
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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



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 ISSUANCE OF H SHARES UNDER SPECIFIC MANDATE;**
- (2) PROPOSED GRANT OF SPECIFIC MANDATE;**
- (3) THE APPLICATION FOR BANK FACILITIES AND PROVISION OF GUARANTEES BY THE COMPANY AND ITS SUBSIDIARIES;**
- (4) THE PROVISION OF GUARANTEES TO THE CONTROLLED SUBSIDIARY;**
- (5) NOTICE OF THE EXTRAORDINARY GENERAL MEETING; AND**
- (6) NOTICE OF THE H SHARE CLASS MEETING**

A letter from the Board is set out on pages 1 to 23 of this circular.

The notices of the EGM and the H Share Class Meeting are set out on pages 30 to 35 in this circular. The EGM will be held at the conference room of the Company at 4th Floor, R&D Building at the Company's Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, PRC on Wednesday, March 17, 2021 at 2 p.m. The H Share Class Meeting 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 Wednesday, March 17, 2021, 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 Tuesday, March 16, 2021 at 2 p.m. (Hong Kong time)). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM 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 slips in accordance with the instructions printed thereon.

CONTENTS

	<i>Pages</i>
DEFINITIONS	ii
LETTER FROM THE BOARD	1
I. PROPOSED ISSUANCE OF H SHARES UNDER SPECIFIC MANDATE	2
II. PROPOSED GRANT OF SPECIFIC MANDATE	11
III. THE APPLICATION FOR BANK FACILITIES AND PROVISION OF GUARANTEES BY THE COMPANY AND ITS SUBSIDIARIES	12
IV. THE PROVISION OF GUARANTEES TO THE CONTROLLED SUBSIDIARY	20
V. THE EGM AND THE CLASS MEETINGS	21
VI. WARNING	23
VII. RECOMMENDATION	23
APPENDIX I GENERAL INFORMATION	24
NOTICE OF THE EGM	29
NOTICE OF THE H SHARE CLASS MEETING	32

DEFINITIONS

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

“A Share(s)”	the RMB denominated ordinary share(s) of the Company, with a nominal value of RMB1.00 each, which are listed and traded on the Shenzhen Stock Exchange (Stock code: 002460)
“A Share Class Meeting”	the class meeting of A Shareholders
“A Shareholder(s)”	holders of A Shares
“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 with limited liability, the A Shares of which and the H Shares of which are listed on the Shenzhen Stock Exchange (stock code: 002460) and on the Main Board of the Stock Exchange (stock code: 01772), respectively
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 2 p.m, on Wednesday, March 17, 2021 at the conference room of the Company at 4th Floor, R&D Building at the Company’s Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, PRC

DEFINITIONS

“Ganfeng Battery”	Jiangxi Ganfeng Battery Technology Co., Ltd. (江西贛鋒鋰電科技有限公司), a limited liability company established in the PRC on June 13, 2011 and a wholly owned subsidiary of the Company
“Ganfeng Electronics”	Xinyu Ganfeng Electronics Co., Ltd. (新余贛鋒電子有限公司), a limited liability company established in the PRC on April 4, 2018 and a wholly owned subsidiary of Ganfeng Battery
“Ganfeng Recycling”	Jiangxi Ganfeng Recycling Technology Co., Ltd. (江西贛鋒循環科技有限公司), a limited liability company established in the PRC on January 25, 2016 and a wholly owned subsidiary of the Company
“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 the Company
“H Shares”	overseas listed ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed and traded on the Stock Exchange (stock code: 01772)
“H Share Class Meeting”	the class meeting of H Shareholders
“H Shareholders”	holders of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huizhou Ganfeng”	Huizhou Ganfeng Lithium Battery Technology Co., Ltd. (惠州贛鋒鋰電科技有限公司), a limited liability company established in the PRC on August 24, 2020 and a wholly owned subsidiary of Ganfeng Battery
“Issuance of H Shares”	the proposed issuance of not more than 48,044,560 H Shares
“Latest Practicable Date”	February 23, 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing”	the listing of the H Shares on the Main Board of the Stock Exchange

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Minera Exar”	Minera Exar S.A., a joint venture company incorporated in Argentina in 2006 that holds 100% interest in the Cauchari-Olaroz Lithium Brine Project
“PRC”	the People’s Republic of China, and for the purposes of this circular only and except where the context requires otherwise, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Prospectus”	the prospectus of the Company dated September 27, 2018
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Specific Mandate”	the specific mandate proposed to be granted by the Shareholders to the Board at the EGM and Class Meetings in respect of the Issuance of H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Shares”	Shares to be subscribed for in the Issuance of H Shares
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



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

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

(Stock Code: 1772)

Executive Directors:

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

Registered Office:

Longteng Road
Economic Development Zone
Xinyu
Jiangxi Province, PRC

Non-executive Directors:

Ms. YANG 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

February 25, 2021

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED ISSUANCE OF H SHARES UNDER SPECIFIC MANDATE;**
- (2) PROPOSED GRANT OF SPECIFIC MANDATE;**
- (3) THE APPLICATION FOR BANK FACILITIES AND PROVISION OF GUARANTEES BY THE COMPANY AND ITS SUBSIDIARIES;**
- (4) THE PROVISION OF GUARANTEES TO THE CONTROLLED SUBSIDIARY;**
- (5) NOTICE OF THE EXTRAORDINARY GENERAL MEETING; AND**
- (6) NOTICE OF THE H SHARE CLASS MEETING**

LETTER FROM THE BOARD

INTRODUCTION

Reference is made to the announcement of the Company dated February 25, 2021 (the “**Announcement**”).

The purposes of this circular are to provide you with the relevant information for making informed decisions in respect of the proposed special resolutions to be submitted to the EGM and the H Share Class Meeting, regarding (i) proposed issuance of H Shares under Specific Mandate; (ii) proposed grant of Specific Mandate; (iii) the application for bank facilities and provision of guarantees by the Company and its subsidiaries (which is to be submitted to the EGM only), and (iv) the provision of guarantees to the controlled subsidiary (which is to be submitted to the EGM only), and to provide you with a notice of the EGM and a notice of the H Share Class Meeting (or any adjournment thereof).

The abovementioned resolutions are submitted as special resolutions to the EGM and Class Meetings (as the case may be) to be approved by the Shareholders under the Articles of Association and Administrative Measures for Issuance of Securities by Listed Companies (《上市公司證券發行管理辦法》), pursuant to which the resolutions should be adopted by votes representing more than two thirds of the voting rights of the present Shareholders.

Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the Announcement.

I. PROPOSED ISSUANCE OF H SHARES UNDER SPECIFIC MANDATE

In recent years, the Company has maintained its fast pace of business development with abundant business reserves, resulting in the increase in the financing needs of the Company. Therefore, the Board proposes to issue up to 48,044,560 H Shares under the Specific Mandate. Upon the completion of the proposed issuance of H Shares, the Company will further consolidate the capital foundation for the sustainable development of its various business lines, which is beneficial to the development of the Company’s core competitiveness and realization of strategic objectives.

LETTER FROM THE BOARD

Basic information of the proposed issuance of H Shares under Specific Mandate

1. *Type and nominal value of the Shares to be issued*

All of the 48,044,560 H Shares proposed to be issued are the ordinary shares with a nominal value of RMB1.00 each and will be listed on the Main Board of the Stock Exchange. The aggregate nominal value of the H Shares proposed to be issued is RMB48,044,560. Unless otherwise stated in the applicable laws and rules and the Articles of Association, all the new H Shares to be issued will rank pari passu with all other H Shares as at the date of the Issuance of H Shares in all respects upon issuance and being paid up.

2. *Method and timing of issuance*

The Issuance of H Shares will be made under the Specific Mandate as granted by the EGM and the Class Meetings by way of non-public issuance. The Company will convene the EGM and the Class Meetings to seek approval from the Shareholders in relation to the granting of the Specific Mandate. The Issuance of H Shares will be implemented by the Company in due course upon obtaining approvals from relevant regulatory authorities including the CSRC and the Stock Exchange and within the validity period of the approvals.

3. *Target subscribers*

The issuance will target to international institutional investors outside the United States in offshore transactions in reliance on Regulation S of the U.S. Securities Act, and in the United States only to qualified institutional buyers as defined in Rule 144A of the U.S. Securities Act pursuant to an exemption from registration under the U.S. Securities Act. The proposed subscribers shall subscribe for H Shares, directly or indirectly, by ways that are in compliance with relevant laws and regulations.

To the best of the Company's knowledge, targeted investors of the proposed issuance of H Shares do not include connected persons of the Company. Accordingly, the proposed issuance of H Shares will not constitute a connected transaction under Chapter 14A of the Listing Rules.

As of the Latest Practicable Date, the Company had not yet identified any placing agent(s) or other investor(s), nor had it entered into any definitive agreement(s), for the Issuance of H Shares. The Company will make further announcement(s) upon entering into any definitive agreement(s) with placing agent(s) and/or investor(s) in connection with the Issuance of H Shares where appropriate or as required under the Listing Rules.

LETTER FROM THE BOARD

4. *Number of H Shares to be issued*

The number of H Shares proposed to be issued shall be no more than 48,044,560 H Shares (inclusive). The Issuance of H Shares will be implemented upon the approvals of the CSRC and the Stock Exchange. The actual number of H Shares to be issued shall be determined by the Board and its authorized persons as authorized by the EGM and the Class Meetings according to market conditions and the Listing Rules.

As at the Latest Practicable Date, prior to the Issuance of H Shares, the Company has a total of 1,347,604,554 Shares in issue, including a total of 1,107,381,754 A Shares, representing 82.18% of the total issued share capital of the Company, and a total of 240,222,800 H Shares, representing 17.82% of the total issued share capital of the Company. The 48,044,560 Subscription Shares are new H Shares to be allotted and issued by the Company. The Subscription Shares represent 20% and 3.57% of the total number of H Shares in issue and the total number of Shares in issue as at the Latest Practicable Date, respectively, and 16.67% and 3.45% of the enlarged total number of H Shares in issue and total number of Shares in issue after the issuance of Subscription Shares, respectively.

5. *Method of pricing*

The issue price of the Subscription Shares shall be determined according to the international practice, PRC regulation requirements and international capital market conditions and the market price of the H Shares at the time of the issue of the new H Shares and by reference to the valuation of the companies of the same type as the Company in the international capital market, after fully taking into account the interests of the existing Shareholders, preference of investors and risks in relation to the Issuance of the H Shares, and shall not be discounted for more than 20% as compared with the highest of the following prices:

- (i) the closing price of H Shares on the day when the relevant H Share placement agreement is entered into; and
- (ii) average closing price of H Shares within the five trading days immediately before the earliest of the following dates (inclusive):
 - a. the date when the H Share placement agreement is announced;
 - b. the date when the H Share placement agreement is entered into; and
 - c. the date when H Share placement or subscription price is determined.

LETTER FROM THE BOARD

The subscription for all Shares to be issued under the Issuance of H Shares will be paid by cash.

There is no floor price for the issue price of the Subscription Shares.

The pricing mechanism for the Issuance of H Shares by the Company shall be filed with the International Department of CSRC, while the specific pricing mechanism is not subject to the supervision of relevant regulatory authorities in the PRC. The Company's H Share issuance plan has been reviewed by the Board.

In order to ensure that the issue price is fair and reasonable and to lessen the impact on the existing Shareholders resulting from price discount and dilution, the pricing in respect of the Issuance of H Share will be determined with reference to the price movement of the H Shares and the valuation of similar companies in the international market and other factors, based on the status quo of the global capital market, in compliance with the international practice and the regulatory requirement of the PRC regulatory authorities after taking into full consideration the interest of the existing Shareholders, the receptivity of the investors as well as the risks as involved in the Issuance of H Shares. The Company may not undertake the Issuance of H Shares if it would result in a theoretical dilution effect of 25% or more as required under Rule 7.27B of the Listing Rules.

6. *Accumulated profits before the Issuance*

All the Shareholders will be entitled to share in the Company's accumulated undistributed profits retained prior to the Issuance of H Shares according to their respective shareholdings upon completion of the Issuance of H Shares.

7. *Use of proceeds*

The Company intends to use the net proceeds from the proposed issuance of H Shares as set out below:

Intended use of net proceeds	Proportion of net proceeds allocated
capacity expansion construction and potential investment	80%
working capital and general corporate purpose	20%

Capacity expansion construction is mainly involved in the offshore lithium resources projects of the Company. Potential investment of the lithium resources may include ores, brine, lithium clay, etc. To the extent that the net proceeds are not immediately required for the above purposes, the Company may hold such funds in short-term deposits or purchase short-term wealth management products so long as it is deemed to be in the best interests of the Company.

LETTER FROM THE BOARD

8. *Validity period of the resolution in relation to the Issuance of H Shares*

The resolution in relation to the Issuance of the H Shares will be valid for twelve months from the date of approval of such resolution at the EGM and the Class Meetings. Where the Board and/or its authorized persons have decided on the Issuance of H Shares within the validity period of the resolution and the Company has obtained approval and permit from and filed or registered (if applicable) with the regulatory authority for the Issuance of H Shares within the validity period of the resolution, the Company may complete the Issuance of H Shares within the validity period confirmed by such approval, permit, filing or registration. The Board may propose to the EGM and Class Meetings for considering and approving (if thought fit) the extension of the validity period of the resolution in relation to the Issuance of H Shares based on actual conditions.

9. *Application for listing*

The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the new H shares to be issued under the Issuance of H Shares on the Stock Exchange. Unless otherwise stated in the applicable laws and rules and the Articles of Association, all the new H Shares to be issued will rank pari passu with all other H Shares as at the date of the Issuance of H Shares in all respects upon issuance and being paid up.

Reasons for and benefits of the Issuance of H Shares

The Company, together with its subsidiaries, are principally engaged in the manufacturing of basic chemical raw materials, sales of chemical products, manufacturing of batteries and import and export of goods. In recent years, the Company has maintained its fast pace of business development with abundant business reserves, resulting in the increase in the financing needs of the Company. Therefore, the Board proposes to issue H Shares of not more than 48,044,560 under the Specific Mandate. Upon the completion of the proposed issuance of H Shares, the Company will further consolidate the capital foundation for the sustainable development of its various business lines, which is beneficial to the development of the Company's core competitiveness and the realization of strategic objectives.

LETTER FROM THE BOARD

Effects on the shareholding structure of the Company upon the Issuance of H Shares

As at the Latest Practicable Date, the Company has a total of 1,347,604,554 Shares in issue, including a total of 1,107,381,754 A Shares, representing 82.18% of the total issued share capital of the Company, and a total of 240,222,800 H Shares, representing 17.82% of the total issued share capital of the Company.

Assuming the number of H Shares to be issued is 48,044,560 and there are no other changes in the issued share capital of the Company, set out below is the shareholding structure of the Company: (i) as at the Latest Practicable Date, and (ii) immediately after the completion of the Issuance of H Shares:

<u>Name of Shareholders</u>	<u>As at the Latest Practicable Date</u>		<u>Immediately after the completion of the Issuance of H Shares</u>	
	<u>Number of Shares</u>	<u>Approximate percentage of the total Shares of all classes in issue</u>	<u>Number of Shares</u>	<u>Approximate percentage of the total Shares of all classes in issue</u>
<i>H Shareholders</i>				
Wang Xiaoshen	37,000	0.00%	37,000	0.00%
<i>Public H Shareholders</i>				
Proposed subscribers	–	–	48,044,560	3.45%
Other public holders of H Shares	240,185,800	17.82%	240,185,800	17.21%
Total issued H Shares	240,222,800	17.82%	288,267,360	20.66%
<i>A Shareholders</i>				
Li Liangbin	269,770,452	20.02%	269,770,452	19.33%
Wang Xiaoshen	100,898,904	7.49%	100,898,904	7.23%
Other core connected person				
A Shareholders	18,201,841	1.35%	18,201,841	1.30%
Public holders of A Shares	718,510,557	53.32%	718,510,557	51.48%
Total issued A Shares	1,107,381,754	82.18%	1,107,381,754	79.34%
Total issued Shares	1,347,604,554	100%	1,395,649,114	100%

LETTER FROM THE BOARD

Conditions for the Issuance of H Shares

The Issuance of H Shares is subject to the Shareholders' approval at the EGM and Class Meetings, the Company having obtained the approval from the Stock Exchange and CSRC for the listing of, and permission to deal in, the Subscription Shares, and such approval not having been revoked or cancelled prior to the Issuance of H Shares.

Implications under the Listing Rules

The proposals in relation to the issuance of the H Shares and the grant of the Specific Mandate were considered and approved by the Board on February 25, 2021. None of the Directors has material interest in the abovementioned matters and hence no Director abstained from voting on such Board resolutions.

To the best of the Company's knowledge, targeted investors of the proposed issuance of H Shares do not include connected persons of the Company. Accordingly, the proposed issuance of H Shares will not constitute a connected transaction under Chapter 14A of the Listing Rules.

The Board expects that the Company will continue to maintain sufficient public float to comply with the minimum public float requirement set out in the Listing Rules.

Equity fundraising activities in the past twelve months

After being approved by the CSRC on July 13, 2020 and the Shareholders at a general meeting of the Company on August 13, 2019, the Company publicly issued a total number of 21,080,000 A Share convertible bonds with a nominal value of RMB100 each on August 6, 2020. Therefore, the aggregate principal amount of the A Share convertible bonds issued is RMB2,108 million.

On September 23, 2020, an aggregate of 40,037,000 H Shares have been successfully placed at the price of HK\$36.35 per H Share under the general mandate from which the Company received aggregate net proceeds of approximately HK\$1,449 million.

Save for the above activities, the Company has not conducted any fundraising activities within 12 months immediately before the Latest Practicable Date.

LETTER FROM THE BOARD

Use of proceeds from equity fundraising activities in the past twelve months

Use of proceeds from the Listing

The H Shares were listed on the Stock Exchange in October 2018 and the Company obtained net proceeds of USD404,400,500 from the listing of such H Shares. According to the plan on use of proceeds as set out in the Prospectus, approximately 58% of the net proceeds is intended to be used for (i) investments and acquisitions of upstream lithium resources, and (ii) funding capital expenditures in connection with the exploration of upstream lithium resources, as well as the expansion of production capacity of lithium compounds, lithium metals, lithium batteries and lithium recycling; approximately 22% of the net proceeds is intended to be used to provide financial assistance to Lithium Americas Corp.; approximately 10% of the net proceeds is intended to be used for our research and development efforts, and approximately 10% of the net proceeds is intended to be used for our working capital and general corporate purposes. As of December 31, 2019, the balance of proceeds amounted to USD40,440,000. As of June 30, 2020, the Company utilized proceeds of USD410,092,659 in aggregate and the balance of unutilized proceeds is nil. The use of proceeds from the Listing is set out as follows:

Use of proceeds disclosed in the Prospectus	Percentage of use of proceeds disclosed in the Prospectus	Usage details	Amount used as of June 30, 2020
(i) Investments and acquisitions of upstream lithium resources; and (ii) funding capital expenditures in connection with the exploration of upstream lithium resources as well as the expansion of production capacity of lithium compounds, lithium metals, lithium batteries and lithium recycling	58%	(i) Acquisition of 37.5% equity interests in the Cauchari-Olaroz project and provision of loans for the project; (ii) Construction of the 17,500-tonne lithium carbonate production line in Ningdu; (iii) Power battery project construction; and (iv) Lithium battery recycling project construction	USD234,550,000 (equivalent to RMB1,626,235,582)

LETTER FROM THE BOARD

Use of proceeds disclosed in the Prospectus	Percentage of use of proceeds disclosed in the Prospectus	Usage details	Amount used as of June 30, 2020
Intended to be used to provide financial assistance to Lithium Americas Corp., which will use the funds to cover capital expenditure for the construction of the Cauchari-Olaroz project	22%	Intended to be used to provide financial assistance to Lithium Americas Corp., which is used as loan for the development of the Cauchari-Olaroz project	USD88,970,000 (equivalent to RMB616,867,106)
Intended to be used for our research and development efforts, in particular on solid-state lithium batteries	10%	Intended to be used for our research and development costs	USD40,440,000 (equivalent to RMB284,206,254)
For working capital and general corporate purposes	10%	Used as general operating purposes of the Company	USD46,132,659 (equivalent to RMB319,857,479) (include interest income of deposits)

Use of proceeds from the issuance of A Share convertible bonds

On August 6, 2020, the Company publicly issued a total number of 21,080,000 A Share convertible bonds with a nominal value of RMB100 each. Therefore, the aggregate principal amount of the A Share convertible bonds issued is RMB2,108 million. The proceeds obtained from the issuance of such A Share convertible bonds will be utilized for the subscription for certain equity interests of Minera Exar, renovation and expansion project for ten thousand tonne lithium salt and replenishment of working capital as indicated in the circular of the Company dated June 28, 2019.

Use of proceeds from the previous issuance of H Shares

On September 23, 2020, an aggregate of 40,037,000 H Shares have been successfully placed from which the Company received approximately HK\$1,449 million of net proceeds in aggregate. The proceeds obtained from such previous issuance of H Shares have mainly been utilized for the construction of overseas projects of the Company and general corporate purposes from the date of placing of such H Shares (i.e. September 23, 2020) to January 31, 2021 with an amount of approximately USD81,219,287 (equivalent to approximately HK\$629,571,303) in aggregate. The Company expects to utilize all proceeds obtained from such previous issuance of H Shares by June 30, 2021.

LETTER FROM THE BOARD

II. PROPOSED GRANT OF THE SPECIFIC MANDATE

To ensure smooth implementation of the Issuance of H shares, it will be proposed at the EGM and Class Meetings for the Shareholders to authorize the Board, and agree that the Board will further authorize Mr. Li Liangbin, the chairman of the Board or Ms. Ou Yangming, the secretary to the Board, to jointly or separately exercise the full power to handle all matters relating to the Issuance of H Shares under the framework and principles as considered and approved at the EGM as well as the Class Meetings and within the validity period of the resolution in respect of the Issuance of H Shares.

The specific contents of the authorization include but not limited to:

- (1) within the scope permitted under the laws, regulations and other regulatory documents and the Articles of Association, based on the requirements of domestic and overseas regulatory bodies and the Stock Exchange, to make necessary adjustments and supplements to the plan of Issuance of H Shares, and to formulate and implement the final plan of Issuance of H Shares in light of the actual circumstances of the Company;
- (2) to approve and amend, supplement, sign, submit, present, and execute all the agreements, contracts and other documents regarding the Issuance of H Shares on behalf of the Company;
- (3) to approve and prepare, sign and submit the statutory documents relating to the Issuance of H Shares as required by the regulatory bodies on behalf of the Company, to communicate with and reply to feedback of the regulatory authorities and other government authorities in the approval process, and to handle matters relating to information disclosure;
- (4) following the completion of the Issuance of H Shares, to make timely amendments to relevant provisions of the Articles of Association, complete the change of business registration relating to the change of registered capital and handle other matters related to such changes;
- (5) generally and unconditionally approve, ratify and confirm all acts under the Specific Mandate or in line with the Specific Mandate or in relation to the Specific Mandate, and all acts adopted or to be adopted by the Company in accordance with the matter of the Issuance of H Shares; and
- (6) To exercise the full power to handle all other matters relating to the Issuance of H Shares.

The Specific Mandate can be exercised once or more than once within the validity period.

LETTER FROM THE BOARD

The authorization period of the above authorized matters to be continued or implemented after the completion of this issuance of H Shares commences from the date of grant of the Specific Mandate by the EGM and the Class Meetings and ends on the date of completion of the relevant matters. Other authorizations shall be valid for twelve months from the date of approval at the EGM and the Class Meetings.

III. THE APPLICATION FOR BANK FACILITIES AND PROVISION OF GUARANTEES BY THE COMPANY AND ITS SUBSIDIARIES

1. Overview of the Guarantees

The 16th meeting of the fifth session of the Board was held on January 22, 2021, which considered and approved the Resolution in Relation to the Application for Bank Facilities and Provision of Guarantees by the Company and Its Subsidiaries. In order to meet the development, production and operational needs of the Company and its subsidiaries, the Company and its subsidiaries were approved to apply to the following cooperative banks for a comprehensive credit line of RMB10,500 million in total, of which a total of RMB4,800 million will be guaranteed by way of joint liability guarantees provided by the Company. The details are as follows:

Unit: RMB0'000

Name of applicant	Name of bank	Type of credit facility	Method of guarantee	Line of credit	Term
The Company Ganfeng Electronics Ganfeng Battery Ganfeng Recycling	Bank of China	Comprehensive credit facilities/ project loans	Credit guarantee Joint liability guarantees of not more than RMB500 million provided by the Company	150,000	2 years
Huizhou Ganfeng			Joint liability guarantees provided by the Company	150,000	5 years

LETTER FROM THE BOARD

Name of applicant	Name of bank	Type of credit facility	Method of guarantee	Line of credit	Term
The Company Ganfeng Battery	Construction Bank of China	Comprehensive credit facilities/ project loans	Credit guarantee Joint liability guarantees provided by the Company	40,000 20,000	2 years
Huizhou Ganfeng			Joint liability guarantees provided by the Company	60,000	
The Company Ganfeng Battery	China CITIC Bank, Nanchang Branch	Comprehensive credit facilities	Credit guarantee Joint liability guarantees of not more than RMB300 million provided by the Company	80,000	1 year
The Company Ganfeng Electronics Ganfeng Battery Ganfeng Recycling	Postal Savings Bank of China	Comprehensive credit facilities/ project loans	Credit guarantee Joint liability guarantees of not more than RMB700 million provided by the Company	200,000	3 years
Huizhou Ganfeng			Joint liability guarantees provided by the Company	100,000	
The Company	Agricultural Bank of China, Xinyu Branch	Comprehensive credit facilities	Credit guarantee	100,000	1 year

LETTER FROM THE BOARD

Name of applicant	Name of bank	Type of credit facility	Method of guarantee	Line of credit	Term
The Company Ganfeng Battery	Bank of Jiujiang, Xinyu Branch	Comprehensive credit facilities	Credit guarantee	50,000 20,000	1 year
The Company	China Development Bank, Jiangxi Branch	Comprehensive credit facilities	Credit guarantee	80,000	1 year
Total				1,050,000	

The Company and its subsidiaries are exempt from paying guarantee fees or providing counter-guarantees in respect of the above guarantees.

The management of the Company is hereby authorized to handle relevant formalities and sign relevant legal documents on behalf of the Company as approved by the resolution. This matter is subject to the consideration and approval at the EGM.

As of the Latest Practicable Date, no agreement has been entered into in respect of the above guarantees.

2. Basic information on the guaranteed parties

(1) Basic Information on Ganfeng Battery

Company name: Jiangxi Ganfeng Lithium Battery Technology Co., Ltd.

Unified social credit code: 91360500576129026E

Address: No. 2551, Yangguang Avenue, High-tech Development Zone, Xinyu, Jiangxi Province

Registered capital: RMB915.36 million

Legal representative: Ge Zhimin

LETTER FROM THE BOARD

Principal business: research and development, production and sales of lithium-ion power batteries, fuel cells, and energy storage batteries; research and development, production and sales of super capacitors, battery management system, wind and solar energy storage system, and related equipment; lithium battery industrial design services; lithium battery technology consulting, promotion and transfer services; self-operated and commissioned import and export business for commodities

The Company holds 54.62% equity interests in Ganfeng Battery as at the Latest Practicable Date.

Below is the financial data of Ganfeng Battery for a year and a period:

Unit: RMB0'000

Item	December 31, 2019 (Audited)	September 30, 2020 (Unaudited)
Total assets	64,700.17	234,493.13
Net assets	51,178.00	49,423.07

Item	2019 (Audited)	From January to September, 2020 (Unaudited)
Operating revenue	19,895.76	87,589.92
Net profit	-1,864.62	3,958.55

As of September 30, 2020, the gearing ratio of Ganfeng Battery was 78.92%.

(2) Basic Information on Ganfeng Electronics

Company name: Xinyu Ganfeng Electronics Co., Ltd.

Unified social credit code: 91360500MA37TA6N0C

Address: No. 2668, Nanyuan Road, High-tech Development Zone, Xinyu, Jiangxi Province

LETTER FROM THE BOARD

Registered capital: RMB60 million

Legal representative: Xiao Haiyan

Principal business: research and development, design, processing, manufacturing and sales of digital 3C lithium-ion battery, secondary rechargeable battery and electronics; production and sales of medical devices

Ganfeng Battery holds 100% equity interests in Ganfeng Electronics as at the Latest Practicable Date.

Below is the financial data of Ganfeng Electronics for a year and a period:

Unit: RMB0'000

Item	December 31, 2019 (Audited)	September 30, 2020 (Unaudited)
Total assets	10,207.54	29,704.82
Net assets	6,115.23	7,801.66

Item	2019 (Audited)	From January to September, 2020 (Unaudited)
Operating revenue	9,850.42	15,939.75
Net profit	-294.25	1,686.44

As of September 30, 2020, the gearing ratio of Ganfeng Electronics was 73.74%.

LETTER FROM THE BOARD

(3) Basic information on Huizhou Ganfeng

Company name: Huizhou Ganfeng Lithium Battery Technology Co., Ltd.

Unified social credit code: 91441300MA556NCC0P

Address: Room 1303, Chenjiang Chuangye Building, Yuanhui Road, Chenjiang Street, Zhongkai High-tech Zone, Huizhou

Registered capital: RMB100 million

Legal representative: Ge Zhimin

Principal business: development, production, sales and after-sales service of lithium battery cells, lithium-ion batteries, lithium polymer batteries, metal lithium batteries, power batteries, energy storage batteries, rechargeable battery packs, battery management systems, wind and photovoltaic power storage systems, lithium-ion battery packs and spare parts, and equipment related to lithium battery protection devices; providing technical consultation, technology transfer, product quality testing and certification services for lithium batteries and related accessories; production and sales of labor protection products and industrial masks; development, manufacturing and sales of precision molds; import and export of goods or technologies

Ganfeng Battery holds 100% equity interests in Huizhou Ganfeng as at the Latest Practicable Date.

Below is the financial data of Huizhou Ganfeng for a year and a period:

Unit: RMB0'000

Item	December 31, 2019 (Audited)	September 30, 2020 (Unaudited)
Total assets	–	–
Net assets	–	–

Item	2019 (Audited)	From January to September, 2020 (Unaudited)
Operating revenue	–	–
Net profit	–	–

As of September 30, 2020, the gearing ratio of Huizhou Ganfeng was 0.

LETTER FROM THE BOARD

(4) Basic information on Ganfeng Recycling

Company name: Jiangxi Ganfeng Recycling Technology Co., Ltd.

Unified social credit code: 91360500MA35GCE49Y

Address: No. 608, Nanyuan Avenue, High-tech Development Zone, Xinyu, Jiangxi Province

Registered capital: RMB100 million

Legal representative: Xie Shaozhong

Principal business: recycling, processing and sales of batteries and metal scraps; production and sales of lithium salt, rubidium cesium salt and nickel cobalt manganese hydroxide; import and export of goods; environmental engineering

The Company holds 100% equity interests in Ganfeng Recycling as at the Latest Practicable Date.

Below is the financial data of Ganfeng Recycling for a year and a period:

Unit: RMB0'000

Item	December 31, 2019 (Audited)	September 30, 2020 (Unaudited)
Total assets	34,510.71	41,033.82
Net assets	24,835.41	27,904.61

Item	2019 (Audited)	From January to September, 2020 (Unaudited)
Operating revenue	59,234.63	53,800.30
Net profit	-4,651.68	-3,069.20

As of September 30, 2020, the gearing ratio of Ganfeng Recycling was 32.00%.

LETTER FROM THE BOARD

3. Opinions of the Board

In order to meet the capital requirements of the Company and its subsidiaries, optimize the financial structure, the provision of guarantees by the Company to its subsidiaries is conducive to the development and production and operational needs of the Company and its subsidiaries, the satisfaction of the financing requirements of the Company, and the long-term development of the Company which will not damage the interests of the Company and the minority Shareholders.

4. Opinions of independent non-executive Directors

The independent non-executive Directors are of the opinion that in order to meet the capital requirements of the Company and its subsidiaries, optimize the financial structure, the provision of guarantees by the Company to its subsidiaries is conducive to the development and production and operational needs of the Company and its subsidiaries, the satisfaction of the financing requirements of the Company, and the long-term development of the Company without prejudice to the interests of the Company and the minority Shareholders. The decision-making procedures and methods of the Board on the guarantees met the provisions of relevant laws and regulations and the Articles of Association without prejudice to the interests of the Company and Shareholders as a whole. Therefore, all independent non-executive Directors approved the application for bank facilities and the provision of guarantees by the Company and its subsidiaries.

The resolution in relation to the application for bank facilities and provision of guarantees by the Company and its subsidiaries was considered and approved at the 16th meeting of the fifth session of the Board and is subject to the approval at the EGM by way of a special resolution.

LETTER FROM THE BOARD

IV. THE PROVISION OF GUARANTEES TO THE CONTROLLED SUBSIDIARY

1. Overview of the Guarantees

The 17th meeting of the fifth session of the Board was held on February 5, 2021 at which the Resolution in relation to the Provision of Guarantees to the Controlled Subsidiary was considered and approved. In order to promote the development and construction of the Cauchari-Olaroz Lithium Brine Project of Minera Exar located in Jujuy, Argentina, Minera Exar was approved to apply for a loan of not more than US\$25,000,000 in equivalent amount in peso from a third-party institution, which was guaranteed in equivalent amount by Exar Capital B.V. and Minera Exar, the controlled subsidiaries of the Company.

The management of the Company is hereby authorized to handle relevant formalities and sign relevant legal documents on behalf of the Company as approved by the resolution. This matter is subject to the consideration and approval at the EGM.

As of the Latest Practicable Date, no agreement has been entered into in respect of the above guarantees.

2. Basic information on the guaranteed party

Minera Exar is a mining and exploration company established in 2006 in Argentina, with its registered address at Palma de 4 Carrillo 54, Planta Baja Of. 7, San Salvador de Jujuy (4600) Argentina. As at the Latest Practicable Date, Minera Exar has not been listed. As at the Latest Practicable Date, GFL International holds 51% equity interest in Minera Exar through its wholly-owned subsidiary Ganfeng Lithium Netherlands Co., B.V., and Lithium Americas Corp. holds 49% equity interest in Minera Exar. Minera Exar owns the Cauchari-Olaroz Lithium Brine Project located in Jujuy, Argentina.

Below is the financial data of Minera Exar for a year and a period:

Unit: US\$

Item	December 31, 2019 (Unaudited)	September 30, 2020 (Unaudited)
Total assets	449,471,698	500,849,049
Net assets	230,356,469	246,683,000

Item	2019 (Unaudited)	From January to September, 2020 (Unaudited)
Operating revenue	–	–
Net profit	–	–

As of September 30, 2020, the gearing ratio of Minera Exar was 50.75%.

LETTER FROM THE BOARD

3. Opinions of the Board

The provision of guarantees to Minera Exar, the controlled subsidiary, serves as the security of funds for the Cauchari-Olaroz Lithium Brine Project held by Minera Exar to promote the production schedule of such project, which is conducive to the Company's business development and enhancement of core competitiveness, and is in line with the development strategy of upstream and downstream integration of the Company and of the new energy automobile industry, without any prejudice to interests of the Company and all the Shareholders, in particular minority Shareholders. The decision-making procedures are legal and valid.

4. Opinions of independent non-executive Directors

The independent non-executive Directors are of the opinion that the provision of guarantees to Minera Exar, the controlled subsidiary, serves as the security of funds for the Cauchari-Olaroz Lithium Brine Project held by Minera Exar to promote the production schedule of such project, which is conducive to the Company's business development and enhancement of core competitiveness, and is in line with the development strategy of upstream and downstream integration of the Company and of the new energy automobiles industry, without any prejudice to the interests of the Company and minority Shareholders. The decision-making procedures and methods of the Board on the guarantee met the provisions of relevant laws and regulations and the Articles of Association without prejudice to the interests of the Company and all Shareholders. Accordingly, the independent non-executive Directors unanimously agreed the provision of guarantees to Minera Exar, the controlled subsidiary.

The resolution in relation to the provision of guarantees to the controlled subsidiary was considered and approved at the 17th meeting of the fifth session of the Board and is subject to the approval at the EGM by way of a special resolution.

V. THE EGM AND THE CLASS MEETINGS

The notices of the EGM and the H Share Class Meeting are set out on pages 29 to 34 of this circular.

The proposed resolutions regarding the (i) proposed issuance of H Share under Specific Mandate, (ii) proposed grant of Specific Mandate, (iii) the application for bank facilities and provision of guarantees by the Company and its subsidiaries (which is to be submitted to the EGM only), and (iv) the provision of guarantees to the controlled subsidiary (which is to be submitted to the EGM only) are subject to the approval by way of special resolutions of Shareholders at the EGM and/or the Class Meetings pursuant to the Articles of Association and The Shenzhen Stock Exchange Listing Rules and Guidelines of the Shenzhen Stock Exchange for the Standard Operation of Listed Companies (Revised in 2020), which must be passed by two-thirds (2/3) or more than two-thirds (2/3) of the total number of Shares with valid voting rights held by Shareholders attending the meeting.

LETTER FROM THE BOARD

Pursuant to the Listing Rules and the Articles of Association, any vote of the Shareholders at a general meeting shall be taken by poll except where the chairman of such meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be made by the Company after the EGM and the H Share Class Meeting in the manner prescribed under the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolutions set out in this circular.

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

LETTER FROM THE BOARD

VI. WARNING

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

VII. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that all the resolutions to be proposed at the EGM and the Class Meetings 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 Class Meetings to attend and vote in favour of all the resolutions.

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

1. 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.

2. DISCLOSURE OF INTERESTS**(a) Interests and Short Positions of the Directors, Supervisors and the Chief Executive in the Shares, Underlying Shares and Debentures**

As at the Latest Practicable Date, as far as known to the Directors, the interests and short positions, if any, of each Director, supervisor and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors, supervisors and chief executives were deemed or taken to have under provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules as adopted by the Company were as follows:

(i) Interest in shares of our Company

<u>Name of Director/ supervisor/chief executive</u>	<u>Nature of interest</u>	<u>Class of Shares</u>	<u>Number of Shares held</u>	<u>Approximate percentage in total issued share capital of the Company</u>	<u>Approximate percentage of the relevant class of Shares</u>
Li Liangbin 李良彬	Beneficial owner	A Shares	269,770,452	20.02%	24.36%
Wang Xiaoshen 王曉申	Beneficial owner	A Shares	100,898,904	7.49%	9.11%
Wang Xiaoshen 王曉申	Beneficial owner	H Shares	37,000	0.00%	0.02%
Shen Haibo 沈海博	Beneficial owner	A Shares	11,083,568	0.82%	1.00%
Deng Zhaonan 鄧招男	Beneficial owner	A Shares	2,402,928	0.18%	0.22%

(ii) Interest in debentures of our Company

Name of Director/ supervisor/chief executive	Nature of interest	Denomination of convertible bonds	Amount of convertible bonds
Li Liangbin 李良彬	Beneficial owner	RMB100	RMB70,700,000
Wang Xiaoshen 王曉申	Beneficial owner	RMB100	RMB51,176,600

(iii) Interest in associated corporations of the Company

Name of Director/ supervisor/chief executive	Name of associated corporation	Nature of interest	Number of Shares held	Approximate percentage of shareholding interest
Wang Xiaoshen 王曉申	Ganfeng Battery	Beneficial owner	22,000,000	2.40%
Shen Haibo 沈海博	Ganfeng Battery	Beneficial owner	3,000,000	0.33%
Deng Zhaonan 鄧招男	Ganfeng Battery	Beneficial owner	3,000,000	0.33%

Note:

- (1) All interests stated are long positions

(b) Directors' Position in Other Companies

As at the Latest Practicable Date, as far as the Company is aware, none of the Directors are employed by a company which has interests or short positions in the shares or underlying shares of the Company which are required to be notified to the Company and the Stock Exchange pursuant to Division 2 and 3 of Part XV of the SFO.

(c) **Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares**

As at the Latest Practicable Date, as far as known to the Directors, the following persons (excluding Directors, supervisors and chief executives of the Company) had interests or short positions in Shares and underlying Shares of the Company that shall be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or were recorded in the register of the interests required to be kept by the Company under Section 336 of the SFO:

Name	Nature of interest	Class	Number of Shares	Approximate percentage of total issued share capital of our Company	Approximate percentage of the relevant class of Shares
Huang Rong 黄蓉	Interest of spouse ⁽¹⁾	A Shares	269,770,452	20.02%	24.36%
Xiao Xuan 肖璇	Interest of spouse ⁽²⁾	A Shares	100,898,904	7.49%	9.11%
	Interest of spouse ⁽²⁾	H Shares	37,000	0.00%	0.02%
Rosefinch Fund Management Co., Ltd. (朱雀基金管理有限公司)	Investment manager/person acting in concert ⁽⁴⁾	H Shares	50,955,000	3.78%	21.21%
Samsung Asset Management Co., Ltd.	Beneficial owner	H Shares	24,653,800	1.83%	10.26%

Notes:

- (1) Ms. Huang Rong is the wife of Mr. Li Liangbin and, by virtue of the SFO, is deemed to be interested in the A Shares in which Mr. Li Liangbin is interested.
- (2) Ms. Xiao Xuan is the wife of Mr. Wang Xiaoshen and, by virtue of the SFO, is deemed to be interested in the A Shares and the H Shares in which Mr. Wang Xiaoshen is interested.
- (3) All interests stated are long positions.
- (4) Rosefinch Fund Management Co., Ltd. ("**Rosefinch**") is an investment manager and is deemed to be interested in the 48,929,000 H Shares it managed. China Resources Shenzhen International Investment Trust Co., Ltd. (華潤深國投信託有限公司) ("**China Resources**") has authorized Rosefinch to manage the 2,026,000 H Shares China Resources is entrusted as a trustee and Rosefinch is accordingly deemed to be interested in the 2,026,000 H Shares China Resources is deemed to be interested in by virtue of the SFO.

3. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or their respective close associates had engaged in or had any interest in any business which competes or may compete, either directly or indirectly, with the businesses of the Group as required to be disclosed pursuant to the Listing Rules.

4. DIRECTORS AND SUPERVISORS' INTERESTS IN THE GROUP'S ASSETS OR CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE GROUP

As at the Latest Practicable Date, none of the Directors or supervisors of the Company had any direct or indirect interest in any assets which had since December 31, 2019, being the date to which the latest published audited accounts of the Group were made up, been acquired or disposed of by or leased to any member of the Group or is proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors or supervisors of the Company was materially interested, either directly or indirectly, in any contract or arrangement entered into by any member of the Group which was subsisting at the Latest Practicable Date and was significant to the business of the Group.

5. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors or supervisors of the Company had entered into a service contract which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

6. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirmed that they were not aware of any material adverse change in the financial or trading positions of the Group since December 31, 2019, being the date to which the latest published audited accounts of the Group were made up.

7. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries were engaged in any litigation or arbitration proceedings of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened by or against any member of the Group.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours at the Company's principal place of business at 40/F, Sunlight Tower, 248 Queen's Road East, Wanchai, Hong Kong, except public holidays, from the date of this circular up to and including the date of the EGM:

- (a) the letter from the Board dated February 25, 2021, the text of which is set out on pages 1 to 23 of this circular; and
- (b) this circular.

9. GENERAL

- (a) The registered office of the Company is at Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, PRC.
- (b) The principal place of business of the Company is at 40/F, Sunlight Tower, 248 Queen's Road East, Wanchai, Hong Kong.
- (c) The share registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited, is situated at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

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 Wednesday, March 17, 2021 at 2 p.m for the following purposes. Unless otherwise stated, the terms used herein and in the following resolutions shall have the same meanings as defined in the circular of the Company dated February 25, 2021 (the “**Circular**”), for which the notice convening the EGM shall constitute a part. The following resolutions shall be considered and approved, if thought fit, at the EGM:

SPECIAL RESOLUTIONS

1. To consider and approve the proposed issuance of H Shares under Specific Mandate;
 - 1.01 Type and nominal value of the Shares to be issued
 - 1.02 Method and timing of issuance
 - 1.03 Target subscribers
 - 1.04 Number to be issued
 - 1.05 Method of pricing
 - 1.06 Accumulated profits before the Issuance
 - 1.07 Use of proceeds
 - 1.08 Validity period of the resolution
 - 1.09 Application for listing

NOTICE OF THE EGM

2. To consider and approve the proposed grant of Specific Mandate;
3. To consider and approve the application for bank facilities and provision of guarantees by the Company and its subsidiaries; and
4. To consider and approve the provision of guarantees to the controlled subsidiary.

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

February 25, 2021

As at the date of this notice, the board of directors of the Company comprises Mr. LI Liangbin, Mr. WANG Xiaoshen Ms. DENG Zhaonan and Mr. SHEN Haibo as executive directors of the Company; 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.

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 Friday, March 12, 2021 to Wednesday, March 17, 2021, both days inclusive, during which no transfer of H shares in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollar and listed on The Stock Exchange of Hong Kong Limited (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 Thursday, March 11, 2021 shall be entitled to attend and vote at the EGM. In order for the holders of H Shares to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited (the “**H Share Registrar**”), at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, March 11, 2021 for registration.
- (B) Holders of H Shares intending to attend the EGM (or any adjournment thereof) should complete and return the reply slip for attending the EGM (or any adjournment thereof) personally, by facsimile or by post.

Holders of H Shares should complete and return the reply slip to the 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 H Share Registrar 10 days before the EGM (i.e. on or before Sunday, March 7, 2021).
- (C) Each holder of H Shares may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM (or any adjournment thereof) on his behalf. A proxy need not be a shareholder of the Company.

NOTICE OF THE EGM

- (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 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 p.m on Tuesday, March 16, 2021, Hong Kong time) (or any adjournment thereof).
- (F) Shareholders may contact the H Share Registrar, Computershare Hong Kong Investor Services Limited, by telephones at (852) 2862 8555 or by email to hkinfo@computershare.com.hk in connection with the EGM.
- (G) A shareholder of the Company or his proxy should produce proof of identity when attending the EGM (or any adjournment thereof). If a corporate shareholder’s legal representative or any other person duly authorised by such corporate shareholder attends the EGM (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, proof of designation as legal representative and/or the valid authorization document (as the case may be).
- (H) The EGM (or any adjournment thereof) is expected to last for one day. Shareholders who attend the EGM (or any adjournment thereof) shall bear their own travelling and accommodation expenses.
- (I) As at the date of this notice, the board of directors of the Company comprises Mr. LI Liangbin, Mr. WANG Xiaoshen, Ms. DENG Zhaonan and Mr. SHEN Haibo as executive directors of the Company; Ms. YANG 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 Wednesday, March 17, 2021 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 issuance of H Shares under Specific Mandate; and
 - 1.01 Type and nominal value of the Shares to be issued
 - 1.02 Method and timing of issuance
 - 1.03 Target subscribers
 - 1.04 Number to be issued
 - 1.05 Method of pricing
 - 1.06 Accumulated profits before the Issuance
 - 1.07 Use of proceeds
 - 1.08 Validity period of the resolution
 - 1.09 Application for listing

NOTICE OF THE H SHARE CLASS MEETING

2. To consider and approve the proposed grant of Specific Mandate.

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

February 25, 2021

As at the date of this notice, the board of directors of the Company comprises Mr. LI Liangbin, Mr. WANG Xiaoshen, Ms. DENG Zhaonan and Mr. SHEN Haibo as executive directors of the Company; 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.

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 Friday, March 12, 2021 to Wednesday, March 17, 2021, both days inclusive, during which no transfer of H shares in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollar and listed on The Stock Exchange of Hong Kong Limited (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 Thursday, March 11, 2021 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 share registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited (the "H Share Registrar"), at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, March 11, 2021 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 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 H Share Registrar 10 days before the H Share Class Meeting (i.e. on or before Sunday, March 7, 2021).

- (C) Each holder of H Shares may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the H Share Class Meeting (or any adjournment thereof) on his behalf. A proxy need not be a shareholder of the Company.

NOTICE OF THE H SHARE CLASS MEETING

- (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 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 Tuesday, March 16, 2021, Hong Kong time) (or any adjournment thereof).
- (F) Shareholders may contact the H Share Registrar, Computershare Hong Kong Investor Services Limited, by telephones at (852) 2862 8555 or by email to hkinfo@computershare.com.hk in connection with the 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).
- (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 directors of the Company comprises Mr. LI Liangbin, Mr. WANG Xiaoshen, Ms. DENG Zhaonan and Mr. SHEN Haibo as executive directors of the Company; Ms. YANG 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.