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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, August 13, 2019 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 June 28, 2019 (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 satisfaction of the conditions of the Proposed Issuance of A Share Convertible Bonds
- 2 To consider and approve the preliminary plan of the proposed issuance of A Share Convertible Bonds
- 3 To consider and approve proposed issuance of A Share Convertible Bonds and grant of specific mandate to issue A Shares upon the conversion of A Share Convertible Bonds

3.01 Type of securities to be issued

3.02 Size of issuance

3.03 Par value and issue price

3.04 Term

3.05 Interest rate

3.06 Method and timing of interest payment and repayment of the principal

3.07 Conversion period

3.08 Determination and adjustment of the conversion price

3.09 Terms of downward adjustment to the conversion price

3.10 Method of determining the number of shares for conversion and resolving the situation when the A Share Convertible Bonds are insufficient to be converted into one share

3.11 Terms of redemption

3.12 Terms of sale back

3.13 Entitlement to dividend in the year of conversion

3.14 Method of issue and targeted subscribers

3.15 Subscription arrangement for the existing A Shareholders

3.16 Matters relating to A Share Convertible Bond Holders' meeting

3.17 Use of proceeds

3.18 Guarantee and security

3.19 Deposit account for proceeds raised

3.20 Validity period of the A Share Convertible Bond Issuance Plan

4 To consider and approve report on the use of the previously raised proceeds

5 To consider and approve feasibility report on the use of proceeds raised from the proposed issuance of A Share Convertible Bonds

- 6 To consider and approve impact on the Company's key financial indicators from dilution of immediate returns by the proposed issuance of A Share Convertible Bonds and the remedial measures to be adopted by the Company
- 7 To consider and approve rules for A Share Convertible Bond holders' meeting
- 8 To consider and approve shareholders' return plan for three years of 2019 to 2021
- 9 To consider and approve opening special account for proceeds raised
- 10 To consider and approve authorisation of the Board and its authorised persons to manage the matters relating to the proposed issuance of A Share Convertible Bonds
- 11 To consider and approve possible subscription for A Share Convertible Bonds by connected persons
- 12 To consider and approve proposed issuance of H Shares under Specific Mandate and connected transaction
 - 12.01 Class and nominal value of the Shares to be issued
 - 12.02 Method and date of issue
 - 12.03 Target subscribers
 - 12.04 Number of shares to be issued
 - 12.05 Method of pricing
 - 12.06 Use of proceeds
 - 12.07 Related party relationship, connected relationship, related party transactions, connected transactions and shareholders to abstain from voting
 - 12.08 Lock-up period
 - 12.09 The validity period of the resolution in relation to the Issuance of H Shares

- 13 To consider and approve proposed grant of Specific Mandate
- 14 To consider and approve report on the use of proceeds previously raised overseas

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

June 28, 2019

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. GUO Huaping, Mr. HUANG Huasheng, Mr. LIU Jun and Ms. WONG Sze Wing 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 Saturday, July 13, 2019 to Tuesday, August 13, 2019, 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, July 12, 2019 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, July 12, 2019 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, July 24, 2019).

- (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, August 12, 2019, Hong Kong time) (or any adjournment thereof).
- (F) Shareholders may contact the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited by telephone at (852) 2862 8555 or by email to hkinfo@computershare.com.hk in connection with the EGM.
- (G) A shareholder of the Company or his proxy should produce proof of identity when attending the EGM (or any adjournment thereof). If a corporate shareholder’s legal representative or any other person duly authorised by such corporate shareholder attends the EGM (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, proof of designation as legal representative and/or the valid authorization document (as the case may be).
- (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. GUO Huaping, Mr. HUANG Huasheng, Mr. LIU Jun and Ms. WONG Sze Wing as independent non-executive directors of the Company.