THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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赣锋锂业
GanfengLithium

Ganfeng Lithium Co., Ltd.
江西贛鋒鋰業股份有限公司

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

(Stock Code: 1772)

(1) PROPOSED INVESTMENT IN WEALTH MANAGEMENT PRODUCTS WITH SELF-OWNED FUNDS
(2) PROPOSED CONSTRUCTION PROJECT OF RESEARCH AND DEVELOPMENT AND PRODUCTION BASE OF HIGH-END POLYMER LITHIUM BATTERIES BY HUIZHOU GANFENG LITHIUM BATTERY TECHNOLOGY CO., LTD.
(3) THE APPLICATION FOR BANK FACILITIES AND PROVISION OF GUARANTEES BY THE COMPANY AND ITS WHOLLY OWNED SUBSIDIARIES
(4) PROPOSED PROVISION OF FINANCIAL ASSISTANCE TO AUSTRALIA-BASED RIM COMPANY BY GFL INTERNATIONAL, A WHOLLY-OWNED SUBSIDIARY AND RELATED PARTY TRANSACTION
(5) PROPOSED BY-ELECTION OF A DIRECTOR OF THE COMPANY
AND
(6) NOTICE OF THE EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 1 to 16 of this circular.

The notice of the EGM is set out on pages 18 to 20 of this circular. The EGM of the Company will be held at the conference room of the Company at 4th Floor, R&D Building at the Company's Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, PRC on Friday, October 30, 2020 at 2:00 pm.

Whether or not you intend to attend the EGM, you are advised to complete and return the enclosed proxy form in respect of the EGM in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours prior to the commencement of such meeting or any adjournments thereof, (i.e., not later than Thursday, October 29, 2020 at 2:00 p.m. (Hong Kong time)). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM 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.

October 9, 2020

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Note: in case of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.

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
"AUD"	Australian dollars, the lawful currency of Australia
"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 PRC Company Law on December 18, 2007, the A Shares of which have been listed on the SZSE since August 10, 2010 (Stock Code: 002460), the H Shares of which have been listed on the Stock Exchange since October 11, 2018 (Stock Code: 1772), and except where the context otherwise requires includes its predecessors and subsidiaries
"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 pm, on Friday, October 30, 2020 at the Conference Room, 4th Floor, R&D Building at the Company's Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, the PRC
"Group"	the Company and its subsidiaries

"H Share(s)"	overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars (stock code: 1772)
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Latest Practicable Date"	October 6, 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"PRC"	the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	A Share(s) and/or H Share(s)
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"SZSE"	The Shenzhen Stock Exchange
"%"	per cent



Ganfeng Lithium Co., Ltd.
江西贛鋒鋰業股份有限公司

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

(Stock Code: 1772)

Executive Directors:
Mr. LI Liangbin *(Chairman)*
Mr. WANG Xiaoshen
Ms. DENG Zhaonan

Non-executive Directors:
Ms. YANG Juanjuan
Mr. YU Jianguo

Independent non-executive Directors:
Mr. LIU Jun
Ms. WONG Sze Wing
Mr. XU Guanghua
Ms. XU Yixin

Registered Office:
Longteng Road,
Economic Development Zone
Xinyu City,
Jiangxi Province, PRC

Principal Place of Business in Hong Kong:
40/F, Sunlight Tower
248 Queen's Road East
Wanchai
Hong Kong

October 9, 2020

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED INVESTMENT IN WEALTH MANAGEMENT PRODUCTS WITH SELF-OWNED FUNDS
(2) PROPOSED CONSTRUCTION PROJECT OF RESEARCH AND DEVELOPMENT AND PRODUCTION BASE OF HIGH-END POLYMER LITHIUM BATTERIES BY HUIZHOU GANFENG LITHIUM BATTERY TECHNOLOGY CO., LTD.
(3) THE APPLICATION FOR BANK FACILITIES AND PROVISION OF GUARANTEES BY THE COMPANY AND ITS WHOLLY-OWNED SUBSIDIARIES
(4) PROPOSED PROVISION OF FINANCIAL ASSISTANCE TO AUSTRALIA-BASED RIM COMPANY BY GFL INTERNATIONAL, A WHOLLY-OWNED SUBSIDIARY AND RELATED PARTY TRANSACTION
(5) PROPOSED BY-ELECTION OF A DIRECTOR OF THE COMPANY
AND
(6) NOTICE OF THE EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purposes of this circular are to provide you with the details of the proposed resolutions to be submitted to the EGM in relation to (i) the proposed investment in wealth management products with self-owned funds; (ii) the proposed construction project of research and development and production base of high-end polymer lithium batteries by Huizhou Ganfeng Lithium Battery Technology Co., Ltd.; (iii) the application for bank facilities and provision of guarantees by the Company and its wholly-owned subsidiaries; (iv) the proposed provision of financial assistance to Australia-based RIM company by GFL International, a wholly-owned subsidiary and related party transaction; and (v) the proposed by-election of a director of the Company.

I. PROPOSED INVESTMENT IN WEALTH MANAGEMENT PRODUCTS WITH SELF-OWNED FUNDS

The Board has considered and approved The Resolution in Relation to Investment in Wealth Management Products with Self-owned Funds (《關於使用自有資金投資理財產品的議案》) at the 10th meeting of the fifth session of the Board on August 14, 2020, pursuant to which the Company and its subsidiaries covered within the scope of the consolidated statements of the Company were approved to invest in wealth management products with high security, strong liquidity and guaranteed principal with self-owned funds of not more than RMB1 billion in order to improve the utilisation efficiency of self-owned funds provided that the normal operation, production and construction of the Company would not be affected. Such funds can be utilised on a rolling basis during the validity period of the resolution.

According to relevant provisions of the Articles of Association, the matter is still subject to consideration at the general meeting of the Company. Particulars are set out as follows:

A. Overview of the investment

1. Purpose of the investment

To improve the utilisation efficiency of self-owned funds of the Company and increase the Company's gain on investment provided that the normal operation, production and construction of the Company would not be affected.

2. Investment amount

The amount of funds to be used shall not exceed RMB1 billion. Within such limit, the funds can be used on a rolling basis, and the balance of self-owned funds to be invested shall not exceed RMB1 billion at any time. The actual amount to be used for purchase of wealth management products shall be subject to adjustments based on the actual status of the Company's self-owned funds.

3. Investment categories

The categories to be invested in shall be short-term wealth management products with low risk, fixed income or guaranteed principal, the issuers of which are commercial banks and other financial institutions other than commercial banks.

4. Investment term

The investment shall be effective for twelve months commencing from the date of approval at the EGM.

5. Sources of funds

The investment shall be financed by the self-owned funds of the Company.

6. Implementation method

The chairman of the Board shall be authorised, within the amount limit, to exercise the decision-making rights and execute relevant contractual documents in relation to the investment, including but not limited to selecting suitable issuers of wealth management products, specifying the wealth management amount and duration time, choosing the categories of wealth management products, executing contracts and agreements, etc.

B. Impact on the daily operation of the Company

1. The purchase of short-term principal-guaranteed wealth management products by the Company with self-owned funds are made on the premise that the necessary funds for the production and operation of the Company are guaranteed and the self-owned funds are secured. Therefore, neither the turnover of daily working capital nor the normal development of the principal business of the Company will be affected.

2. Appropriate investment in short-term principal-guaranteed wealth management products enables the Company to reap certain investment benefits and further enhance its overall performance, thereby generating greater returns on investment for the Shareholders of the Company.

II. PROPOSED CONSTRUCTION PROJECT OF RESEARCH AND DEVELOPMENT AND PRODUCTION BASE OF HIGH-END POLYMER LITHIUM BATTERIES BY HUIZHOU GANFENG LITHIUM BATTERY TECHNOLOGY CO., LTD.

The Resolution on the Construction Project of Research and Development and Production Base of High-end Polymer Lithium Batteries by Huizhou Ganfeng was considered and approved at the 12th meeting of the fifth session of the Board. It was agreed that Huizhou Ganfeng Lithium Battery Technology Co., Ltd. ("**Huizhou Ganfeng**"), a wholly-owned subsidiary of Jiangxi Ganfeng Lithium Battery Technology Co., Ltd., a wholly-owned subsidiary of the Company, would invest in the construction project of a research and development and production base of high-end polymer lithium batteries with its own funds not exceeding RMB3 billion. The basic information of the project is set out as follows:

A. Overview of the external investment

1. In order to build a competitive production base of polymer lithium batteries, meet the higher demands of high-end customers for product quality, and achieve the Company's development goal of scaling up and consolidating its strengths, Huizhou Ganfeng, a wholly-owned subsidiary of Jiangxi Ganfeng Lithium Battery Technology Co., Ltd., a wholly-owned subsidiary of the Company, intends to invest in the construction project of the research and development and production base of high-end polymer lithium batteries with its own funds not exceeding RMB3 billion.

2. The 12th meeting of the fifth session of the Board considered and approved the Resolution on the Construction Project of Research and Development and Production Base of High-end Polymer Lithium Batteries by Huizhou Ganfeng. In accordance with the relevant requirements of the Articles of Association and the Rules for Management of External Investments, the investment shall be subject to the approval of the EGM.

3. The investment does not constitute a related party transaction, nor does it constitute a major asset reorganization as required by the Administrative Measures for Major Assets Restructuring of Listed Companies.

B. Basic information of Huizhou Gangfeng

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, Guangdong
Registered capital:	RMB100 million
Legal representative:	Ge Zhimin
Business scope:	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, development, production, sales and after-sales service of 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, industrial masks, development, manufacturing and sales of precision molds, import and export of goods or technologies.
Shareholders and shareholding proportion:	Jiangxi Ganfeng Lithium Battery Technology Co., Ltd. holds 100%

C. Basic information and main content of the project

Project name:	Construction Project of Research and Development and Production Base of High-end Polymer Lithium Battery
Project location:	Zhongkai High-tech Zone, Huizhou, Guangdong
Project investment and source of funds:	the total investment of the project will not exceed RMB3 billion, and the source of funds is internal financing and bank loans.
Project construction period:	2 years
Construction details of the project:	to build a research and development and production base of high-end polymer lithium battery, and carry out the research and development and production of high-end polymer lithium battery

D. The purpose of the investment and impact on the Company

The construction project of research and development and production base of high-end polymer lithium battery by Huizhou Ganfeng is conducive to increasing the production scale and market share of high-end polymer lithium battery products of the Company, promoting the optimization and upgrading of the structure of lithium industrial chain of the Company and enhancing the core competitiveness of the Company, which is in line with the integrated upstream and downstream development strategy of the Company. The project has a positive impact on the financial position and business development of the Company.

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

A. Overview of the guarantees

The 12th meeting of the fifth session of the Board, considered and approved the resolution in relation to the application for bank facilities and provision of guarantees by the Company and its wholly-owned subsidiaries. In order to meet the development, production and operational needs of the Company and its wholly-owned subsidiaries, the Company and its wholly-owned subsidiaries were approved to apply to the following cooperative banks for a comprehensive credit line of RMB4,295 million in total, of which a total of RMB905 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 Jiangxi Ganfeng Lithium Battery Technology Co., Ltd.	ICBC, Xinyu Branch	Comprehensive credit facilities	Credit guarantee Joint liability guarantee of not more than RMB100 million provided by the Company	100,000	2 years
Jiangxi Ganfeng Lithium Battery Technology Co., Ltd.		Project loan	Joint liability guarantee provided by the Company	30,000	10 years
The Company GFL INTERNATIONAL CO., LTD.(贛鋒國際有限公司)	HSBC, Nanchang Branch	Comprehensive credit facilities	Credit guarantee Joint liability guarantee of not more than 105 million provided by the Company	59,500	1 year
The Company	China Minsheng Bank, Nanchang Branch	Comprehensive credit facilities	Credit guarantee	100,000	1 year
The Company	Bank of Beijing, Nanchang Branch	Comprehensive credit facilities	Credit guarantee	50,000	2 years
The Company	Ping An Bank, Nanchang Branch	Comprehensive credit facilities	Credit guarantee	50,000	1year
Jiangxi Ganfeng Lithium Battery Technology Co., Ltd.	ABC, Xinyu Branch	Project loan		30,000	7 years
Jiangxi Ganfeng Lithium Battery Technology Co., Ltd.		Comprehensive credit facilities	Joint liability guarantee provided by the Company	10,000	1 year
Total				429,500	

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 within the line of credit facilities 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.

B. Basic information on the guaranteed party

1. Basic Information on Jiangxi Ganfeng Lithium Battery Technology Co., Ltd.

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:	RMB500 million
Legal representative:	Ge Zhimin
Mainly engaged 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 various commodities

Below is the financial data of Jiangxi Ganfeng Lithium Battery Technology Co., Ltd. for the latest year and the latest period:

Unit: RMB0'000

Item	December 31, 2019 (Audited)	**June 30, 2020 (Unaudited)**
Total assets	64,700.17	**65,779.41**
Net assets	51,178.00	**48,652.01**

Item	2019 (Audited)	**From January to June, 2020 (Unaudited)**
Operating revenue	19,895.76	**12,191.80**
Net profit	-1,864.62	**-2,526.00**

As of June 30, 2020, the gearing ratio of Jiangxi Ganfeng Lithium Battery Technology Co., Ltd. was 26.04%.

2. Basic Information on GFL International Co., Ltd.

Company name:	GFL International Co., Limited
Place of incorporation:	Hong Kong
Scope of business:	Investment and trading (minerals, etc.)
Number of certificate of incorporation:	1580183
Business registration number:	58149412000003117

Below is the financial data of GFL International Co., Ltd. for the latest year and the latest period:

Unit: RMB0'000

Item	December 31, 2019 (Audited)	**June 30, 2020 (Unaudited)**
Total assets	466,820.48	**516,611.27**
Net assets	455,146.44	**505,940.88**

Item	2019 (Audited)	**From January to June, 2020 (Unaudited)**
Operating revenue	163,983.97	**88,327.52**
Net profit	-2,119.98	**5,560.90**

As of June 30, 2020, the gearing ratio of GFL International Co., Ltd. was 2.07%.

C. Opinions of the Board

In order to meet the capital requirements of the Company and its wholly-owned subsidiaries, optimize the financial structure, the provision of guarantees by the Company to its wholly-owned subsidiaries is conducive to the development and production and operational needs of the Company and its wholly-owned subsidiaries, 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.

D. Accumulative amount of external guarantees and amount of overdue guarantees

As of the Latest Practicable Date, the guarantees provided by the Company and its subsidiaries only refer to those between the Company and its subsidiaries whose financial results were consolidated into the consolidated financial statements. The accumulative amount of external guarantees approved and used by the Company is as follows:

Unit: RMB0'000

		Guarantees approved		Guarantees actually incurred	
Guarantor	**Guaranteed party**	**Amount**	**Percentage of the latest audited net assets of the Company**	**Amount**	**Percentage of the latest audited net assets of the Company**
Joint liability guarantees and real estate mortgages provided by the Company and its wholly-owned subsidiaries	The Company and its wholly-owned subsidiaries	400,000	47.87%	99,970 The remaining portion will be utilized according to the business development needs of the companies.	11.96% -
The Company	Wholly-owned subsidiaries of the Company	50,000	5.98%	These will be utilized according to the business development needs of the companies.	-
The Company	Wholly-owned subsidiaries of the Company	30,000	3.59%		
The Company	GFL International Co., Ltd.	10,500	1.26%		
The Company	Wholly-owned subsidiaries of the Company	15,000	1.80%	These will be utilized according to the business development needs of the companies.	-
The Company	Wholly-owned subsidiaries of the Company	30,000	3.59%	These will be utilized according to the business development needs of the companies.	-
The Company	Wholly-owned subsidiaries of the Company	30,000	3.59%	These will be utilized according to the business development needs of the companies.	-
Total		565,500	67.68%	99,970	11.96%

As of the Latest Practicable Date, the Company is not involved in any overdue guarantee or guarantee litigation.

After the provision of joint liability guarantees of RMB905 million in total by the Company to its subsidiaries has been considered and approved, and some of the duplicate credit limit approved by cooperative banks have been offset, the actual addition of guarantee amount of the Company will be RMB800 million, and the accumulative amount of valid external guarantees approved and provided by the Company (including cross guarantees between the Company and its subsidiaries) will be RMB6,455 million, representing 77.26% of the latest audited net assets of the Company, with the details as follows:

Unit: RMB0'000

		Guarantees approved		Guarantees actually incurred	
Guarantor	**Guaranteed party**	**Amount**	**Percentage of the latest audited net assets of the Company**	**Amount**	**Percentage of the latest audited net assets of the Company**
Joint liability guarantees and real estate mortgages provided by the Company and its wholly-owned subsidiaries	The Company and its wholly-owned subsidiaries	400,000	47.87%	99,970 The remaining portion will be utilized according to the business development needs of the companies.	11.96% -
The Company	Wholly-owned subsidiaries of the Company	50,000	5.98%	These will be utilized according to the business development needs of the companies.	-
The Company	Wholly-owned subsidiaries of the Company	30,000	3.59%		
The Company	Wholly-owned subsidiaries of the Company	15,000	1.80%	These will be utilized according to the business development needs of the companies.	-
The Company	Wholly-owned subsidiaries of the Company	30,000	3.59%	These will be utilized according to the business development needs of the companies.	-
The Company	Wholly-owned subsidiaries of the Company	30,000	3.59%	These will be utilized according to the business development needs of the companies.	-
The Company	Jiangxi Ganfeng Lithium Battery Technology Co., Ltd.	80,000	9.57%	These will be utilized according to the business development needs of the companies.	-
The Company	GFL International Co., Ltd.	10,500	1.26%	These will be utilized according to the business development needs of the companies.	-
Total		645,500	77.26%	99,970	11.96%

IV. PROPOSED PROVISION OF FINANCIAL ASSISTANCE TO AUSTRALIA-BASED RIM COMPANY BY GFL INTERNATIONAL, A WHOLLY-OWNED SUBSIDIARY AND RELATED PARTY TRANSACTION

Reference is made to the circular for the extraordinary general meeting of the Company dated February 7, 2020, in relation to the resolution of the capital increase in Australia-based RIM Company and related party transaction, which has been approved at the extraordinary general meeting of the Company held on March 24, 2020. Under the resolution, GFL International Co., Ltd., a wholly-owned subsidiary of the Company, and the Australia Process Minerals International Company (the "**PMI**") were authorized to make the capital increase in Australia-based RIM Company (the "**RIM**") in proportion to their respective shareholdings, with the transaction amount not exceeding AUD50 million. Upon the capital increase, the equity interest in RIM held by the Group and PMI will be remained unchanged at 50%. Until now, both the Group and PMI haven't made capital increase in RIM.

Considering the current risks and uncertainties of international investment environment, the Board now plans to change the above-mentioned capital increase to provision of financial assistance to RIM and the management is authorized to deal with the matters related to execution of financial assistance, so as to ensure the recoverability of the capital and the maximum interests of the Company. The principal terms of the financial assistance are as follows:

Amount:	GFL International Co., Ltd. and PMI will provide financial assistance to RIM at the same time and their respective amount shall not exceed AUD50 million
Loaning method:	by a single or multiple loan(s)
Interest rate:	fixed interest rate at 5% per annum and calculated at compound interest on annual basis
Term:	five years from the date of the granting of the first loan
Pledge:	no pledge for the financial assistance
Repayment:	the lenders may require the repayment from the borrower in case of the following circumstances: (i) certain events of default have occurred and continue to exist; (ii) the Company and PMI unanimously agree to require the repayment; or (iii) on or after the maturity date

The financial assistance is aimed at optimising 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, which is conducive to the development of the Company.

As RIM is a related party and the financial assistance 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 financial assistance is subject to the approval of the Shareholders in the EGM. However, RIM is not a connected person of the Company under Chapter 14A of the Hong Kong Listing Rules. Accordingly, the provision of the loans to RIM does not constitute a connected transaction under Chapter 14A of the Hong Kong Listing Rules. The above resolution has been considered and approved at the 12th meeting of the fifth session of the Board, and Mr. LI Liangbin and Mr. WANG Xiaoshen, related Directors, have abstained from voting on the resolution and have not voted on behalf of other Directors. The remaining 7 non-related Directors with voting rights have unanimously approved 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.

As all percentage ratios (as defined under Chapter 14 of the Hong Kong Listing Rules) in respect of the above-mentioned financial assistance are less than 5%, the proposed provision of financial assistance will not constitute a notifiable transaction under Chapter 14 of the Hong Kong Listing Rules.

V. PROPOSED BY-ELECTION OF A DIRECTOR OF THE COMPANY

Reference is made to the announcement of the Company dated 10 September 2020, pursuant to which Mr. Ge Zhimin, a Director, has tendered his resignation to the Board of the Company as the Director and member of the Strategy Committee of the Company due to change of responsibilities within the Group. Mr. Ge Zhimin has confirmed that he has no disagreement with the Board and the Supervisory Board and does not have any matters in relation to his resignation that should be brought to the attention of the shareholders of the Company.

The Board intended to propose Mr. Shen Haibo to be elected as a candidate for the executive Director of the fifth session of the Board of Directors of the Company. His term of office shall be effective from the date of approval by election at the EGM and end on the expiry of the term of the fifth session of the Board. Except for the independent non-executive Directors, the Company does not pay directors' emoluments to the Directors.

The biography of Mr. Shen Haibo is set forth in Appendix I of this circular.

The proposed election of Mr. Shen Haibo as an executive Director is subject to the approval by the Shareholders at the EGM by way of ordinary resolution.

VI. EGM

The notice of the EGM is set out on pages 18 to 20 of this circular.

The proposed resolutions regarding (i) the proposed investment in wealth management products with self-owned funds; (ii) the proposed construction project of research and development and production base of high-end polymer lithium batteries by Huizhou Ganfeng Lithium Battery Technology Co., Ltd.; (iii) the application for bank facilities and provision of guarantees by the Company and its wholly-owned subsidiaries; and (iv) the proposed provision of financial assistance to Australia-based RIM company by GFL International, a wholly-owned subsidiary and related party transaction are subject to the approval by way of special resolutions of Shareholders at the EGM pursuant to the Articles of Association and the Administrative Measures for Issuance of Securities by Listed Companies (《上市公司證券發行管理辦法》), 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.

The proposed resolution regarding (v) the proposed by-election of a director of the Company is subject to the approval by way of ordinary resolution of Shareholders at the EGM.

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

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 on the Standardized Operation of Companies Listed on Shenzhen Stock Exchange (Revised in 2020) (《深圳證券交易所上市公司規範運作指引(2020年修訂)》), votes of small and medium investors for the proposal of the amendments to the Articles of Association will be counted separately, and the results of the separate counting will be disclosed in the announcement on the resolutions of this general meeting. Small and medium-sized investors refer to Shareholders other than the Company's Directors, supervisors, senior management and Shareholders who individually or collectively hold more than 5% of the Company's Shares.

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

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

VII. 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.

VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

Information on a candidate of executive director to be proposed at the EGM is provided in compliance with the requirements of the Hong Kong Listing Rules as follows:

Mr. Shen Haibo ("**Mr. Shen**"), aged 52, was appointed as our director and executive director on 6 December 2007 and 29 December 2017, respectively. From 25 March 2020, he retired as a director and an executive director due to the expiration of his term. He has been the vice president of our Company since 27 December 2010. On 24 March 2020, he was re-appointed as the vice president of the Company. Mr. Shen joined our Company in June 2005 as a marketing controller. He is primarily responsible for overseeing the sales and promotion of our products in the PRC. Mr. Shen has over 20 years of experience in sales and marketing of lithium products. He worked at the Beijing office of China National Nonferrous Metals Import and Export Xinjiang Company (中國有色金屬進出口新疆公司) as a lithium product manager from September 1996 to September 2002. Mr. Shen was also a manager of Tianjin Development Zone Yuhai Trading Co., Ltd. (天津開發區禦海商貿有限公司) from October 2002 to December 2004. Mr. Shen obtained his bachelor's degree in industrial engineering management from North China University of Technology in July 1991.

Save as disclosed above, he has not held any directorship in any listed company or held any other positions in the Group in the last three years.

Mr. Shen has no relationship with any director, supervisor, senior management or substantial shareholder of the Company.

As at the Latest Practical Date, Mr. Shen has an interest in 11,083,568 A shares under Part XV of the Securities and Futures Ordinance, and save as disclosed above, Mr. Shen does not have any interest in the shares of the Company or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Shen 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. His term of office shall be effective from the date of approval by election at the EGM and end on the expiry of the term of the fifth session of the Board. The Company will enter into the letter of appointment with Mr. Shen. Except for the independent non-executive Directors, the Company does not pay directors' emoluments to the Directors.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

Ganfeng Lithium Co., Ltd.
江西贛鋒鋰業股份有限公司

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

(Stock Code: 1772)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**EGM**") of Ganfeng Lithium Co., Ltd. (the "**Company**") will be held at the conference room of the Company at 4th Floor, R&D Building at the Company's Headquarter, Longteng Road, Economic Development Zone, Xinyu, Jiangxi Province, the People's Republic of China on Friday, October 30, 2020 at 2:00 pm 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 October 9, 2020 (the "**Circular**"), for which the notice convening the EGM shall constitute a part. The following resolutions shall be considered and approved, if thought fit, at the EGM:

SPECIAL RESOLUTIONS

1. To consider and approve the proposed investment in wealth management products with self-owned funds;

2. To consider and approve the proposed construction project of research and development and production base of high-end polymer lithium batteries by Huizhou Ganfeng Lithium Battery Technology Co., Ltd.;

3. To consider and approve the resolution in relation to the application for bank facilities and provision of guarantees by the Company and its wholly-owned subsidiaries; and

4. To consider and approve the proposed provision of financial assistance to Australia-based RIM company by GFL International, a wholly-owned subsidiary and related party transaction.

ORDINARY RESOLUTION

5. To consider and approve the proposed re-election of a director of the Company.

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

October 9, 2020

As at the date of this notice, the Board of the Company comprises Mr. LI Liangbin, Mr. WANG Xiaoshen and Ms. DENG Zhaonan 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 Tuesday, October 27, 2020 to Friday, October 30, 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 (the "**H Shares**"), will be effected. Holders of H Shares whose names appear on the registers of members of the Company at 4:30 p.m. on Friday, October 23, 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, October 23, 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 10 days before the EGM (i.e. on or before Tuesday, October 20, 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 pm on Thursday, October 29, 2020, Hong Kong time) (or any adjournment thereof).

(F) Shareholders may contact the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited by 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, and Ms. DENG Zhaonan 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.