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贛锋锂业

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)

GANFENG LITHIUM CO., LTD.
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
COMPARISON TABLE

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

No.	Original version	Revised version
2	**Article 11** …… The Company's business scope: Production of lithium hydroxide (31kt/a) (valid until March 16, 2021); **lithium fluoride (1,500t/a) (valid until December 28, 2021);** butyllithium **(500t/a)** (valid until December 25, 2021); sales of lithium hydride, lithium oxide, lithium boron alloy, lithium silicon alloy, lithium aluminum alloy, sulfuric acid, hydrochloric acid, butyllithium, chlorobutane, n-hexane, cyclohexane, metallic lithium, lithium hydroxide, lithium fluoride (valid until June 3, 2022); sales of non-ferrous metals, batteries, battery materials, instrumentation spare parts, machinery and equipment, production, processing and sales of chemical products, chemical materials and chemicals (excluding hazardous chemicals and precursor chemicals); research and experimental development, technology promotion services, new energy research and development; import and export of goods and technologies (operation subject to licenses); capital investment services and investment consulting services. (operational activities in connection with the items subject to approval according to the law may only be carried out after approved by the competent authorities). ……	**Article 11** …… The Company's business scope: Production of lithium hydroxide (31kt/a) (valid until March 16, 2021); butyllithium **(1,000t/a)** (valid until December 25, 2021); sales of lithium hydride, lithium oxide, lithium boron alloy, lithium silicon alloy, lithium aluminum alloy, sulfuric acid, hydrochloric acid, butyllithium, chlorobutane, n-hexane, cyclohexane, metallic lithium, lithium hydroxide, lithium fluoride (valid until June 3, 2022); sales of non-ferrous metals, batteries, battery materials, instrumentation spare parts, machinery and equipment, production, processing and sales of chemical products, chemical materials and chemicals (excluding hazardous chemicals and precursor chemicals); research and experimental development, technology promotion services, new energy research and development; import and export of goods and technologies (operation subject to licenses); capital investment services and investment consulting services. (operational activities in connection with the items subject to approval according to the law may only be carried out after approved by the competent authorities). ……

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

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

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

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

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

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

Save as the aforesaid proposed amendments, the other provisions of the Articles of Association remain unchanged.

The proposed amendments to the Articles of Association are subject to the approval of the shareholders by way of a special resolution at the forthcoming annual general meeting/extraordinary general meeting; and will come into effect after obtaining all necessary approvals, authorizations or registration (if applicable) from or filing with the relevant government or regulatory authorities. The details in relation to the proposed amendments to the Articles of Association and the annual general meeting/extraordinary general meeting will be set out in the circular which will be despatched to the shareholders of the Company as soon as practicable.

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

Jiangxi, PRC
March 24, 2020

As at the date of this announcement, the Board comprises Mr. LI Liangbin, Mr. WANG Xiaoshen, Ms. DENG Zhaonan and Mr. GE Zhimin as executive directors of the Company; Mr. YU Jianguo and Ms. YANG Juanjuan as non-executive director of the Company; and Mr. LIU Jun, Ms. WONG Sze Wing, Ms. XU Yixin and Mr. XU Guanghua as independent non-executive directors of the Company.