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贛锋锂业

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)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to the disclosure requirements under Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

According to the relevant regulations of the People's Republic of China, GANFENG LITHIUM CO., LTD. (the "**Company**") had published the following announcement on the website of the Shenzhen Stock Exchange (http://www.szse.cn/). The following is a translation of the official announcement solely for the purpose of providing information.

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

Jiangxi, PRC
February 8, 2020

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

Ganfeng Lithium Co., Ltd.
Terms of Reference of the Sustainable Development Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 In order to strengthen the management capability of Ganfeng Lithium Co., Ltd. (the "Company") in terms of Environment, Social, Governance and to improve the capability for sustainable development of the Company, the Company has specifically established the Sustainable Development Committee of the Board and formulated these Terms of Reference in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), the Articles of Association of Ganfeng Lithium Co., Ltd. (the "Articles of Association") and other relevant provisions.

Article 2 The Sustainable Development Committee is a specialized body under the Board, which is mainly responsible for formulating the goal of sustainable development and development plans of the Company, supervising the operation of the sustainable development system of each of business and providing suggestions and solutions for improving the sustainable development performance of the Company.

Chapter 2 Composition

Article 3 The Sustainable Development Committee shall consist of three Directors, of which the number of independent non-executive Directors shall not be less than one.

Article 4 Members of the Sustainable Development Committee shall be nominated by the Chairman, more than one-half of independent non-executive Directors or one-third of all Directors, and shall be elected by the Board.

Article 5 The Sustainable Development Committee shall have one chairman (the convener) who is responsible for presiding meetings of the committee. The chairman shall be elected by more than one-half of all members.

Article 6 The terms of office of the Sustainable Development Committee shall be the same as that of the Board. Members are eligible for re-election upon expiry of terms of office. Where a member no longer serves as a Director of the Company, he automatically ceases to be a member, and the committee shall fill up the vacancy in accordance with the provisions of Articles 3 to 5 of these Terms of Reference.

Article 7 The Sustainable Development Committee shall set up a working group, which is responsible for daily work liaison,preparation of committee meetings of sustainable development and execution of relative resolutions of the Sustainable Development Committee.

Chapter 3 Responsibilities and Authorities

Article 8 The Sustainable Development Committee mainly exercises the following responsibilities and authorities:

(i) to consider and submit proposals on the management system, work procedures and related standards and solutions of the sustainable development management areas of the Company, including but not limited to the health and safety, community relations, environment, human rights and anti-corruption, so as to ensure the position and performance of sustainable development of the Company conforming to the applicable laws, regulative requirements and international standards;

(ii) to responsible for formulating the environment, social liabilities and sustainable development goals and key performance indications, to put forward recommendations for performance compensation in accordance with the results of management's implementation of sustainable development issues and the achievement of performance goals;

(iii) to supervise the operation of the sustainable development system of each business of the Company, to revise and review the impact of the Company's business on the environment, society and sustainable development, actively respond to the emerging sustainable development issues, and make recommendations and solutions to improve the sustainable development performance of the Company;

(iv) to consider and submit proposals on the sustainable development businesses relating to stakeholders of the Company;

(v) to review annual Sustainable Development Report of the Company;

(vi) to consider other major issues that affect the sustainable development of the Company and make proposals;

(vii) to follow-up the implementation of the above matters;

(viii) Other matters authorized by the Board of the Company.

Article 9 After reviewing the matters provided in Article 8 of these Terms of Reference, the Sustainable Development Committee shall form a resolution of meeting of the Sustainable Development Committee and submit it to the Board of the Company together with relevant proposals for consideration.

Article 10 The exercise of powers of the Sustainable Development Committee must comply with the relevant provisions of the Company Law, the Articles of Association and these Terms of Reference, and must not prejudice the interests of the Company and its shareholders.

Article 11 The Company shall provide the Sustainable Development Committee with adequate resources to perform its duties. When the Sustainable Development Committee performs its duties, the relevant departments of the Company shall cooperate and the necessary costs shall be borne by the Company.

Chapter 4 Proceedings

Article 12 The Sustainable Development Committee has regular meetings and ad hoc meetings. Regular meetings shall be held at least once a year,ad hoc meetings shall be held upon request by members of the Sustainable Development Committee. Notice of a regular meeting shall be issued to all members three days (exclusive of the day of meeting) before the meeting is held, and notice of an ad hoc meeting shall be issued to all members two days (exclusive of the day of meeting) before the meeting is held.

Meetings shall be presided over by the chairman, and when the chairman cannot attend, he may appoint another member to preside over the meeting.

Article 13 Meetings of the Sustainable Development Committee should only be held when more than two thirds of the members are present. Each member has one vote. The resolutions made at the meetings must be approved by the majority of all members (including those not present at the meeting).

Article 14 The voting at meetings of the Sustainable Development Committee shall be undertaken by show of hands or by polls. Ad hoc meetings may be held by way of communication voting.

Article 15 Members of the Sustainable Development Committee working group may attend meetings of the committee. If necessary, Directors, Supervisors and other management may also be invited to attend meetings.

Article 16 If necessary, the committee may engage intermediary institutions to provide professional advice for its decisions, and the costs shall be borne by the Company.

Article 17 The procedures for convening meetings of the Sustainable Development Committee, way of voting and resolutions approved at the meeting must comply with the provisions of relevant laws, regulations, the Hong Kong Listing Rules, the Articles of Association and these Terms of Reference.

Article 18 Meetings of the Sustainable Development Committee should have minutes recorded. Members attending a meeting shall sign the minutes of meeting. The minutes of meetings shall be kept by the secretary to the Board of the Company.

Article 19 If reasonable notice is given by any of the Directors, the secretary to the Board shall publish relevant minutes of meetings for inspection at any reasonable time. The first draft and final draft of the minutes of the meeting shall be sent to all members of the Sustainable Development Committee and all Directors within a reasonable period of time after the meeting. Members shall give their opinions regarding the first draft, and the final draft shall become the minutes of the meeting.

Article 20 Unless restricted by legal or regulatory provisions, the recommendations, proposals and voting results approved at the meeting of the Sustainable Development Committee shall be reported to the Board of the Company in writing.

Article 21 Members present at the meeting and those attending the meeting shall all be responsible for keeping confidential the matters discussed at the meeting, and must not disclose the relevant information without authorization.

Chapter 5 Miscellaneous

Article 22 Save for otherwise specified, the phase "more than" as mentioned in these Terms of Reference shall include the number itself.

Article 23 Any matters not covered in these Terms of Reference shall be implemented in accordance with the relevant provisions of the laws and regulations, listing rules of the place of listing of shares of the Company and the Articles of Association. Should there be any contradiction between the relevant provisions of these Terms of Reference and the laws and regulations, listing rules of the place of listing of shares of the Company and the Articles of Association promulgated or amended in the future, the matters shall be implemented in accordance with the provisions of relevant laws and regulations, listing rules of the place of listing of shares of the Company, the existing Articles of Association or the amended Articles of Association.

Article 24 These Terms of Reference shall take effect from the date of consideration and approval of the Board of the Company.

Article 25 The power of interpretation of these Terms of Reference belongs to the Board of the Company.