

**Articles of Association
of
Ganfeng Lithium Co., Ltd.**

Table of Contents

1	.....	1
2	.....	4
3	.....	5
4	/	10
5	.....	15
6	.....	1
	.....	1
	.....	2
	,	35
10	.....	66
11	.....	0
12	.....	6
13	.....	..
14	.....	0
15	.....	3
	.....	105
16	.....	115
1	.....	11
1	, ,	121
1	.....	126
20	.....	12
21	.....	130
22	.....	132
23	.....	132

Law 1, 2014, *Company*
 2, 2013. *Prerequisite Clauses*

Letter of Opinion on Amendment

1 5 .1)

HK Listing Rules

3

3

13

13

14

14

Guidelines

(2006).

**Articles of Association
of
Ganfeng Lithium Co., Ltd.**

Chapter 1 General Provisions

Article 1

1

.. .(), , ' 1() ' 13 (), , (), (), (), (), () .

Article 2

1

,

.

,

,

1 , 200 ,
1360500 165 5125 .

,
 , - ,
 ,, ,, ,
 , , ,, ,
 , , , , , ,
 , , , , , ,
 , , , , , ,
 , , , , , ,
 , , , , , ,
 , , .
 1 , 2010, ,
 (,),
 25,000,000
 ().
 10, 2010.

12, 201 , ,
 200,15,000 (,
)
 ()
)
 11, 201 .

Article 3 .. 2

Article 4 , 3

0 0-6415606
 0 0-6 6052
 33 000

Article 5 4

Article 6

5

.

, 125 3

,

.

.

,

.

Article 7

6

,

,

()

.

,

.

Article 8

.

,

,

,

.

,

10

.

,

,

,

,

,

,

,

,

,

.

Article 9

,
15

Chapter 2 Purpose and Scope of Business

Article 10

Article 11

10

,
 (31 /) (16, 2021),
 (1,000 /) (25, 2021),
 , , ,
 , , ,
 , - ,
 , , ,
 (3, 2022), -
 , , ,
 , , ,
 (,
), ,
 ,
 (,) , (,
 ,
 , ,
 .
 , ,
 .

Chapter 3 Shares and Registered Capital

Article 12

, 11
 ,
 , 3

Article 13

126

,
 3
 ,

Article 14

12
1.00
,
125

Article 15

,
.
,
,
,
,
,
,
,
,
,
-
,
,
. ,

Article 16

14
,
3
-
,
,
. ,
- , -
,
,
,
.
.

Article 17

5,000,000 ,

15

Article 18

5,000,000
5,000,000 ,

16

No.	Promoter	Number of shares held ()	Shareholding (%)
1		2 ,43 ,250	3 .251
2		11, 1,250	15. 550
3	-	,500,000	10
4		5,65 , 50	.5466
5		2,60 , 5	3.4
6		2,4 6, 25	3.32 1
		2,43 ,500	3.25
		1,626, 00	2.16 2

No. Promoter	Number of shares held ()	Shareholding (%)
	1,54 , 5	2.063
10	1,54 , 5	2.063
11	1,062,000	1.4160
12	26,400	1.2352
13	12,500	0. 500
14	643, 50	0. 5 6
15	600,000	0. 000
16	40 , 25	0.5463
1	3 5, 25	0.5143
1	3 2, 25	0.4 1
1	300,000	0.4000
20	2 , 00	0.3 04
21	2 , 00	0.3 04
22	24 ,550	0.3314
23	24 ,550	0.3314
24	222,225	0.2 63
25	222,225	0.2 63
26	1 ,500	0.2500
2	1 ,500	0.2500
2	1 ,500	0.2500
2	1 ,500	0.2500
30	166,650	0.2222
31	146, 50	0.1 5
32	124,2 5	0.165
33	0,3 5	0.1205
34	55,5 5	0.0 41
	<hr/>	<hr/>
Total	<u>75,000,000</u>	<u>100</u>

1,2 2,600,241 .
 1,2 2,600,241 ,
 1,0 2,414,441 -
 (-), 4.51%
 , 200,1 5, 00
 (-), 15.4 %

Article 19

-

1

Article 20

1

Article 21

1

Article 22

1,2 2,600,241.

6

1

Article 23

1

Chapter 4 Increase/Reduction and Repurchase of Shares

Article 24

20

21

()

() -

()

()

()

Article 25

22

Article 26

23

10

1

30

45

30

Article 27

24

142

()

()

()

()

() ,

.

.

Article 28

,

,

25

()

,

()

,

()

- -

,

()

,

.

Article 29

- -

,

,

26

.

,

,

.

() ,

.

.

(1)
(2) 3

Article 30

() () 2 2

142

2 ,

(10)

()

() (),

() 2

5%

()

,

,

()

,

.

1.

,

,

2.

,

,

,

(

) (

)

,

()

1.

2.

3.

()

Chapter 5 Transfer of Shares

Article 32

21

1(1)
(2)
3

Article 33

142

·
-
1
-
().
,
25%
·
(). ()
·

,
5%
,
2
,
5%
,
·
,
·
,
·
,
·
,
·

Chapter 6 Financial Assistance for Acquisition of the Company's Shares

Article 36

2

3

Article 37

30

(
)
.

Article 38

36

31

()

,

,

,

()

,

,

()

,

()

,

,

.

,

()

(

,

,

),

()

(

,

,

).

Chapter 7 Share Certificates and Register of Shareholders

Article 39

32

12

() , 3

() ,

() ,

() ,

() ,

-

-

(-)

,

,

,

() ,

,

,

.

()

52
1

, , , ,

, ,

,

,

. .

()

.

()

,

.

Article 40

33

.

,

,

2(1)
3

.

.

,

.

.

,

,

.

() , () ,

()

()

()

()

()

1(1)

3

()

1(3)
3

()

()

()

()

Article 42

35

()

1()

13

()

Article 43

36

()

() ()

()

()

Article 44

3

1(1) 1(2)
1(3)

3

()

46
1

()

()

()

1(3)
3

()

()

Article 45

()

)

()

)

,

,

.

,

,

.

Article 46

,

,

3

,

,

.

Article 47

,

3

,

,

31

.

.

Article 48

40

() ()

().

,

- ,

- .

-

()

,

()

()

,

() ,

,

.

.

.

,

.

() , () () 0-

,

.

()

,

.

()

.

.

Article 50

42

,

(

)

.

Article 51

43

Chapter 8 Rights and Obligations of Shareholders

Article 52

44

3

12

3

Article 53

45

()

32

()

()

() , , , ,

() 50
1

1.

2.

(1) ,

(2) , , ,

() ,

() () ,

() ,

() - , - ,

() .

(3) ,

(4) ,

((- ,)),

(5) () ,

(6) ,

()

(1) () (2)

,
(
,
) .

, , , .

()

,

,

()

,

,

()

,

,

,

.

Article 54

,

34

,

,

.

,

,

,

,

,

,

60

.

Article 55

35

,

,

1%

1 0

,

,

,

,

,

.

30

,

,

,

,

,

.

1

,

,

.

Article 56

,

36

,

,

.

Article 57

46

()

,

,

3

()

3

,

()

,

()

,

,

.

,

.

,

,

,

()

,

,

,

,

.

,

,

.

5%

,

.

()

()

(

()),

(

)

()

(

())

(

)

Article 59

4

() , , ,

() , ,

30% ()

() , ,

30% ()

() , ,

Chapter 9 Shareholders' General meeting

Article 60

4

Article 61

50

() , ,

121

() , ,

40

() , ,

() , ,

() ,

() ,

() ,

() , , , ,

() , , , ,

() , , , ,

() - , , , ,

() , , , ,

() , , , , 3%

() 64 , , , ,

() , , , , 30%

() , , , ,

() , , , ,

() , , , ,

()

,

,

,

,

()

50%

,

,

,

()

()

50%

50

,

()

50%

)

5

,

()

50%

50

,

()

50%

5

,

Article 63

.
 .
 , .
 ,
 ,
 ,
 ,
 , 30%
 ,
 ,
 ,
 ,
 ,
 .

10.2.5
 10.2.11

()
 30 , 5%

,
 ,
 ,
 ,
 ,
 ,

10.2.11

,
 ,

()

()

1

Article 64

41

()

50%

()

30%

()

0%

() 10%

() 30%

() 50%

() 50

()

()

Article 65

, , 51
, ,
,

Article 66

, . 52
, .
, 100
,

()

()

()

10%

()

()

Article 67

44
0
21

Article 68

45

()

()

()

()

Article 69

53

Article 70

54

102

52

3%

3%

Article 71

56

()

()

()

()

() ()

()

()

,

()

,

()

,

()

.

Article 72

56

,

,

()

,

-

,

()

,

()

,

()

,

()

.

Article 73

,
(5
)

(1)
(3)
3

Article 74

5

2

Article 76

() 5

, 5

()

() ,

() ,

() , (1)

), , , (, , . , , . () () /) .

Article 77

60

.
. .
. .
. .
. .

Article 78

60

, , , .

,
61

() ,
() ,
() ,
() ,
() () ,

Article 79

24

61

, 24

Article 80

62

Article 81

63

Article 82

64

Article 83

65

Article 84

150

Article 85

64

103

Article 86

65

103

14

3

6

,

,

.

,

,

.

.

.

,

,

.

-

.

.

,

.

()

13.3 (4)

()

()

(, 10%)

, 10%

Article 88

6

Article 89

6

Article 90

6

Article 91

0

()

()

()

()

()

()

Article 92

1

() , 103
121

()

()

()

()

30%

()

()

Article 93

, 10% , 2

, 101

() , 10% 46 51

, .

.

,

,

.

.

()

,

,

.

()

,

10%

().

,

,

.

-

,

,
10%

,

.

,

,

10%.

()

()

()

()

Article 94

3

6

101

Article 95

6

Article 96

6

Article 97

0

Article 98

1

Article 99

4

2

,
, , ,
, ,
- ,

.
,
, ,
,
, .

Article 100

5

,
. ,
,

Article 101

5

, ,
. ,
,
,
. ,

Article 102

6

10

2

3

()

()

()

()

()

()

()

Article 103

4

,

,

.

.

Article 104

2

,

.

,

,

,

.

,

,

.

.

.

Article 105

3

,

4

,

,

.

,

,

.

Article 106

Article 107

Article 108

Article 109

Chapter 10 Special Procedures for Voting by Class Shareholders

Article 110

Article 111

6(1)
3

10
3

()

114 11 .

()

,

,

()

,

()

,

()

,

()

,

,

-

,

,

,

()

,

()

,

()

,

()

,

,

,

()

,

()

,

()

.

Article 113

,

,

,

1

() (), () ()
()

113,

.

()

2 ,

5

,

()

2

-

,

,

()

,

.

Article 114

- 2

, 114,

.

Article 115

, 3

, 6

.

,

.

.

Article 116

. 4

,

.

,

.

Article 117

- , 5

-

.

,

,
1()

13

() , ,
, , 20% - ,
() , -
,
() -

Chapter 11 Board of Directors

Section I Directors

Article 118

, ,
, .
, , 3
. 6
,
,
.

Article 119

4(4)
4(5)
3

Article 120

Article 121

100

4(2)
3

.4.2

14

(
)

Article 122

102

Article 123

103

Article 124

4(3)
3

Article 125

45.2,
10 .3

Article 126

()

()

()

()

()

,

()

,

,

,

,

,

()

,

()

,

()

,

()

,

,

.

,

.

Article 127

,

()

,

,

,

,

()

,

()

()

()

()

Section II Independent Directors

Article 128

3.10(2)
3.21
1 (1)

1

Article 129

Article 130

4

Article 131

3.11

Article 132

Article 133

Article 134

Section III Board of Directors

Article 135

10

6

Article 136

10

()

()

()

()

()

()

()

()

()

()

()

()

()

()

()

(), () ()

Article 138

10

, , , .

Article 139

110

, , , , , - , , .

Article 140

16

, , .

Article 141

110

.

,

() 10%

, ,

,

() () 10%

10 ,

() () 10%

1 ,

() (10% , 10 ,

() 10% 1 ,

Article 142

110

() 300,000.

() 3 , 0.5%

() ,

() .

Article 143

1

33%

Article 144

0

()

()

()

()

Article 145

14
5

1

.1.1
.1.3

14

110

()

()

()

()

()

()

Article 146

2

11

Article 147

(3

150

)

,
111

Article 148

Article 149

4

()

,

()

()

,

()

,

()

,

()

(

,

).

14

,

,

.

,

,

,

,

.

5

.

.

,

112

.

,

,

,

.

,

,

,

.

Section IV Special Committee of the Board of Directors

Article 152

6

Article 153

Chapter 12 Secretary to the Board of Directors of the Company

Article 154

6

Article 155

()

()

()

()

, , ,
,

()

.

Article 156

.

.

,

,

.

**Chapter 13 President and Other Senior Management
Officers of the Company**

Article 157

,

.

,

,

113

114

.

.

,

-

.

12

()

()

12

,

.

.

Article 158

()

()

()

()

()

()

()

()

Article 159

Article 160

Article 161

12
130

()

()

()

()

Article 162

131

Article 163

132

Article 164

134

Chapter 14 Board of Supervisors

Article 165	.	103
Article 166	3 ,	104
	, .	1()()
	, .	13
Article 167	2 ,	105
	, .	11
	, ,	
	- ,	
	, .	
Article 168	,	106
	.	11

Article 169

10

,
11

11

Article 170

10

,
53, 54

11

()

()

()

()

()

() , ,

()

,

,

()

.

.

,

.

Article 171

10

.

.

.

.

,

,

.

1()()

13

.

Article 172

,

,

.

Article 173

11

,

.

.

Article 174

110

Article 175

111

Article 176

14

()

()

()

()

Chapter 15 Qualifications and Duties of Directors, Supervisors, President and Other Senior Management Officers of the Company

Article 177

112

()

146

()

, , ,

,

, , ,

,

()

,

,

,

()

,

,

()

,

()

,

,

()

,

()

-

,

()

,

,

()

,

()

Article 178

113

,

-

,

,

.

Article 179

114

,

,

,

,

,

()

,

()

,

()

,

,

(

)

,

()

(

)

,

,

,

.

Article 180

115

Article 181

116

()

()

()

()

()

()

()

)

()

, ,

()

, , , ,
, ,

()

, ,

()

, , , , , , , ,

()

, , , , , , , ,

1.

,

2.

,

3.

, ,

, , , , , .

Article 182

, ,

()

, ,

()

, ,

,

()

, ,

()

,

()

, ,

() ()

,

()

, ,

(), ()

()

, ,

,

()

, ,

()

.

Article 183

, ,

,

.

,

,

.

Article 184

11

5

Article 185

120

124

1

3

4(1),
1
13.44

,

, 3

()

,

,

,

(

).

,

,

,

,

,

,

,

,

,

,

.

,

,

,

,

,

,

.

Article 186

, , , , , 121
, , ,
,

Article 187

, , , 122
, , .

Article 188

, , , 123
, ,

()

()

()

Article 189

124

, , .

Article 190

1 ()

125

()

, ,
,
,

()

Article 191

126

, .

Article 192

12

, ,
,
,
,

()

, ,

,

()

,

(

, ,

),

() , ,
,

() , , , ()
) ,

() , ,
,

Article 193

54

, , 55
1

() , , , ,

() , , , ,

() , ,

() 246
.

Article 194

, ,
,

12

.

()

,

,

()

,

,

()

,

()

.

.

Article 195

12

,

,

,

,

,

.

,

()

,

()

,

5

.

Chapter 16 Financial and Accounting Systems and Profits Distribution

Article 196 130

Article 197 131

150

Article 198 132

Article 199

133

21

5
3

4
1

Article 200

134

Article 201

135

Article 202

136

60

120

Article 203

13

Article 204

13

()

()

Article 205

16

()

()

25%

()

()

1.

2.

3.

10%

10%

(1)

0.1,

(2)

()

0%,

(3)

()

12

,

12

,

30%

,

50

4.

30%

5.

,

,

,

,

,

.

()

,

,

,

,

.

1.

,

,

0%

,

2.

,

,

40%

,

3.

,

,

20%

.

.

()

1.

,

,

,

,

,

,

,

,

,

.

,

,

2/3

,

.

,

,

,

,

.

2.

()3

,

-

,

,

,

,

,

,

,

3.

,

-

,

,

4.

,

,

(,)

,

.

-

.

.

.

Article 208

140

51
1

1()
13

13(1)

3

2(2)
3

13(2)

3

3(2)
3

()

4
1

()

-

,

3(1)
3

,

,

.

,

,

,

,

.

,

,

.

,

.

Chapter 17 Internal Audit and Engagement of Accounting Firm

Article 209

141

,

.

Article 210

,

15

.

.

Article 211

15

,

.

Article 212

142

,

,

,

-

.

Article 213

143

() , ,
, ,
,

() ,

() , , ,
, , ,
, .

Article 214

144

, ,
, .
,

Article 215

,
, , ,
, .

Article 216

145

, , ,
, , , .

Article 217

146

, .
,

Article 218

14

1()()

13

()

()

()

()

1.

2.

() ,
() ,
.

()

1. ,
2. ,
3. ,

, ,
.

Article 219

, , 14
.
, ,
, ,
.

, , 13
1() ()

()

,

()
,
, 1()()
13

()
,
() 2 1()()
,
13

Chapter 18 Merger, Division, Capital Increase and Capital Reduction of the Company

Article 220, 14

Article 221

150

1 2,
1 3 1 4

(30)

Article 222

151

1 5
1 6

Article 223

152

Article 224

Chapter 19 Dissolution and Liquidation of the Company

Article 225

153

()

1 0
1 2

1 0

()

()

()

()

()

10%

Article 226

()

154

(), () ()

1 3

15

()

()

Article 227

(, 155
) ,

, ,

,
12

,
 .

,
 ,

, ,
 ,

.

Article 228

10
156

,
60 ,
 ,
30

,
45

,
1 5

,

.

, ,
 ,

,
 .

.

,
 ,

.

Article 229

15

()

,

,
1 4

,

()

()

()

()

()

()

Article 230

15

16

Article 231

15

Article 232

160

Article 233

Article 234

Chapter 20 Procedures for Amending the Articles of Association

Article 235

161

()

()

()

Article 236

162

Article 237

Chapter 21 Notice and Announcement

Article 238

(1)
(3)
3

() , 163 , 164

() ,

() ,

()

() ,

()

()

/

,

/

,

,

,

,

.

,

,

,

,

,

-

,

,

.

Article 239

23

165

Article 240

23

166

Article 241

23

16

Article 242

16

)

,

,

,

,

.

,

,

,

.

,

4

.

Article 243

16

Article 244

//

1 0

Chapter 22 Settlement of Disputes

Article 245

()

163

54(3)

1

1 4

1 5

()

()

(),

()

()

()

Chapter 23 Supplementary Provisions

Article 246

165

Article 247

56
1

Article 248