Articles of Association
of
Ganfeng Lithium Co., Ltd.

Table of Contents

Company Law– 1, 2014, 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 [illegible]

Article 2 [illegible]

1 , 2010,

( ),

25,000,000

( ).

10, 2010.

12, 201 ,

200,1 5, 00 (

)

(

)

11, 201 .

Article 3

2

Article 4

3

0 0-6415606

0 0-6 6052

33 000

Article 5

4

Article 6

5

3

125

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

1.00

12

125

Article 15

13

Article 16

14

3

( ).

( )

( ).

Article 17

15

5,000,000

Article 18

16

5,000,000

5,000,000

3

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
		[illegible]	(%)
	[illegible]	1,54 , 5	2.063
10	[illegible]	1,54 , 5	2.063
11	[illegible]	1,062,000	1.4160
12	[illegible]	26,400	1.2352
13	[illegible]	12,500	0. 500
14	[illegible]	643, 50	0. 5 6
15	[illegible]	600,000	0. 000
16	[illegible]	40 , 25	0.5463
1	[illegible]	3 5, 25	0.5143
1	[illegible]	3 2, 25	0.4 1
1	[illegible]	300,000	0.4000
20	[illegible]	2 , 00	0.3 04
21	[illegible]	2 , 00	0.3 04
22	[illegible]	24 ,550	0.3314
23	[illegible]	24 ,550	0.3314
24	[illegible]	222,225	0.2 63
25	[illegible]	222,225	0.2 63
26	[illegible]	1 ,500	0.2500
2	[illegible]	1 ,500	0.2500
2	[illegible]	1 ,500	0.2500
2	[illegible]	1 ,500	0.2500
30	[illegible]	166,650	0.2222
31	[illegible]	146, 50	0.1 5
32	[illegible]	124,2 5	0.165
33	[illegible]	0,3 5	0.1205
34	[illegible]	55,5 5	0.0 41
Total		**75,000,000**	**100**

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 30

45

Article 27

24

142

( )

( )

( )

( )

Article 28

25

Article 29

26

Article 30

Article 31

2

( )

( )

1.

2.

(...)

1.

2.

3.

( )

).

Chapter 5 Transfer of Shares

Article 32 21 1(1) (2) 3

Article 33 142

Article 34

141

1

( ).

25%

( ). ( )

Article 35

4

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

52 1

Article 40

33

2(1)

3

Article 41

34

1(1)
3

1(3)
3

Article 42

35

1( )

13、

( )

( )

Article 43

36

( )

(ii)

(iii)

(ii)

(iii)

Article 44

3

1(1) 1(2)

1(3)

3

46

1

1(3)

3

Article 45

Article 46

Article 47

Article 48

Article 49

41

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 50 [illegible] 42 [illegible]

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

Article 58

4

(i)

(ii) (i) (i)),

(iii) (i))

3

Article 59 4

( )

( ) 30% ( )

( ) 30% ( )

( )

Chapter 9 Shareholders' General meeting

Article 60 4

Article 61 50

( ) 121

( ) 40

( )

( )

Article 62

30%

Article 63

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 75

Article 76

Article 77 60

Article 78 60 61

Article 79

24

24

61

Article 80

62

[illegible]

[illegible]

Article 81

63

[illegible]

Article 82

64

[illegible]

Article 83 65

Article 84 150

Article 85 64 103

Article 86 65 103 14 3 6

Article 87

66

13.3 (4)

10%

Article 88

Article 89

Article 90

Article 91

Article 92

1

103

121

( )

( )

( )

( )

( )

30%

( )

( )

Article 93 10% 2 101

( ) 10% 46 51

( )

( )

10%

( ).

10%

10%.

Article 94

10%

Article 95

Article 96

Article 97

Article 98

Article 99

Article 100

5

Article 101

5

Article 102

Article 103

4

Article 104

2

Article 105

3

4

Article 106

Article 107

Article 108 [illegible]

Article 109 [illegible] 2 [illegible]

Chapter 10 Special Procedures for Voting by Class Shareholders

Article 110 [illegible]

[illegible] 6(1) [illegible] 3 [illegible]

[illegible] 10 [illegible] 3 [illegible]

Article 111 [illegible] 114 [illegible] 11 [illegible]

Article 112

Article 113

[illegible] 1 [illegible] 113, [illegible]

Article 114 114,

2

Article 115 6

3

Article 116

4

Article 117

5

1( )

13

(i) ... 20% ...

(ii) ...

(iii) ...

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 137

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%

( )

( )

1

Article 143

33%

Article 144

0

(.)

(..)

(...)

(.)

Article 145

14

5

1

.1.1

.1.3

14

110

( )

( )

( )

( )

( )

( )

Article 146

2

11

Article 147 (150) 3 , 111

,

, ,

, .

Article 148

.

, ,

.

Article 149 4

, , ,

, , ,

.

, ,

, , ,

.

.

Article 150 123

Article 151 .1.5

14

5

112

Section IV Special Committee of the Board of Directors

Article 152

Article 153

Chapter 12 Secretary to the Board of Directors of the Company

Article 154

Article 155

Article 156

Chapter 13 President and Other Senior Management Officers of the Company

Article 157

Article 158 100

Article 159 101

Article 160 102

Article 161 12 130

Article 162 131

Article 163 132

Article 164 134

Chapter 14 Board of Supervisors

Article 165

Article 166

Article 167

Article 168

Article 169 [illegible]

10

11

11

Article 170 [illegible]

10

53, 54

11

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

(v) [illegible]

Article 171

10

1( )( )

13

Article 172

Article 173

11

Article 174 [illegible] 110

Article 175 [illegible] 111

[illegible]

Article 176 [illegible] 14

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

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

Article 177 [illegible] 112

146

(i) [illegible]

Article 178

113

Article 179

114

Article 180 115

Article 181 116

(

)

(

)

([illegible]) [illegible]

([illegible]) [illegible]

([illegible]) [illegible]

([illegible]) [illegible]

([illegible]) [illegible]

1. [illegible]

2. [illegible]

3. [illegible]

Article 182

11

Article 183

11

Article 184

Article 185

Article 186 121

[illegible]

Article 187 122

[illegible]

Article 188 123

[illegible]

[illegible]

( ) [illegible]

( ) [illegible]

( ) [illegible]

Article 189 [illegible] 124

Article 190 [illegible] 125

1 [illegible]

( ) [illegible]

( ) [illegible]

Article 191 [illegible] 126

Article 192 [illegible] 12

( ) [illegible]

( ) [illegible]

Article 193

54
55
1

246

Article 194 12

Article 195 12

5

[illegible]

Chapter 16 Financial and Accounting Systems and Profits Distribution

Article 196 [illegible] 130 [illegible]

Article 197 [illegible] 131 [illegible] 150 [illegible]

[illegible]

Article 198 [illegible] 132 [illegible]

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

(i)

(ii)

Article 205 16

(i)

(ii)

25%

(iii)

Article 206

13

154

( )

1.

3

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.

4.

Article 207

166

50%

Article 208

140

51

1

1( )

13

13(1)

3

2(2)

3

13(2)

3

3(2)

3

( )

4

1

(..) [illegible] 3(1)

[illegible] 3

[illegible]

[illegible]

Chapter 17 Internal Audit and Engagement of Accounting Firm

Article 209 [illegible] 141

Article 210 [illegible] 15

Article 211 [illegible] 15

Article 212 [illegible] 142

Article 213 143

(i)

(ii)

(iii)

Article 214 144

Article 215

Article 216 145

Article 217 146

Article 218

14

1( )(.)

13、

(.)

(..)

1.

2.

1.

2.

3.

Article 219 14

1( )( )

13、

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

Article 220

Article 221

[illegible] 150

[illegible] 1 2, 1 3 1 4

[illegible] (30) [illegible]

[illegible]

Article 222

[illegible] 151

[illegible] 1 5 1 6

[illegible]

Article 223

[illegible] 152

Article 224

Article 225

Chapter 19 Dissolution and Liquidation of the Company

(i)

(ii)

(iii)

153

Article 226

10%

154

15

Article 227 ... 155 ... (...), ... 12 ...

Article 228 ... 10 ... 156 ... 60 ... 30 ... 45 ... 1 5 ...

Article 229 ... 15 ... 1 4 ...

Article 230

Article 231

15

Article 232

160

30

Article 233

Article 234

Chapter 20 Procedures for Amending the Articles of Association

Article 235 [illegible] 161

[illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

Article 236 [illegible] 162

Article 237 [illegible]

[illegible]

Chapter 21 Notice and Announcement

Article 238 (1) (3) 3 163 164

Article 239 165

23

Article 240 166

23

Article 241 16

23

Article 242 16

4

Article 243

Article 244

Chapter 22 Settlement of Disputes

Article 245

Chapter 23 Supplementary Provisions

Article 246 165

Article 247 56 1

Article 248