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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)

November 30, 2021

To the Independent Shareholders

Dear Sir or Madam,

We refer to the circular of the Company to the Shareholders dated November 30, 2021 (the "**Circular**") of which this letter forms part. Terms used herein shall have the same meanings as given to them in the Circular unless the context otherwise requires.

We have been appointed by the Board as the Independent Board Committee to advise the Independent Shareholders on whether the terms of the Connected Transactions are on normal commercial terms, fair and reasonable and are in the interest of the Company and the Shareholders as a whole.

Opus Capital has been appointed by the Company as the Independent Financial Adviser to advise us and the Independent Shareholders in respect of the Connected Transactions.

We wish to draw your attention to the Letter from the Board set out on pages 1 to 31 of the Circular which contains, among others, information on the Connected Transactions, as well as the letter from the Independent Financial Adviser set out on pages 34 to 48 of the Circular which contains its advice and recommendations in respect of the Connected Transactions and the principal factors and the reasons taken into consideration for its advice and recommendations.

Having taken into account the advice of the Independent Financial Adviser, we consider that the terms of the Connected Transactions are on normal commercial terms, fair and reasonable and are in the interest of the Company and its Shareholders as a whole. Mr. Li, one of the actual controllers of the Company, acquired the equity interests of Mengjin Mining in order to avoid the investment risk of the Company, provide lithium resources required for the development of the Company, ensure the long-term stable development of the Company and improve the core competitiveness of the Company. The review and decision-making procedures comply with the Articles of Association and relevant laws and regulations. The related Director, namely Mr. Li, has abstained from voting. There is no situation that damages the legitimate interests of the Company and small and medium-sized investors. Accordingly, we recommend the Independent Shareholders vote in favor of the relevant resolution approving the Connected Transactions to be proposed at the EGM.

Yours faithfully,
Independent Board Committee

Mr. LIU Jun	**Ms. WONG Sze Wing**	**Ms. XU Yixin**	**Mr. XU Guanghua**
Independent non-executive Director	*Independent non-executive Director*	*Independent non-executive Director*	*Independent non-executive Director*

November 30, 2021

To: the Independent Board Committee and the Independent Shareholders of Ganfeng Lithium Co., Ltd.

Dear Sirs or Madams,

CONNECTED TRANSACTIONS
(1)GRANT OF WAIVER OF THE ORIGINAL NON-COMPETITION UNDERTAKING TO ACTUAL CONTROLLER;
AND
(2)ENTERING INTO THE SUPPLEMENTAL NON-COMPETITION UNDERTAKING BY ACTUAL CONTROLLER

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Connected Transactions, details of which are set out in the letter from the Board (the "**Letter from the Board**") contained in the circular of Ganfeng Lithium Co., Ltd. (the "**Company**", together with its subsidiaries, the "**Group**") dated November 30, 2021 (the "**Circular**"), of which this letter forms part. Capitalized terms used in this letter shall have the same meanings as those defined in the Circular unless the context requires otherwise.

As set out in the Letter from the Board, during the Company's initial public offering and listing on the Shenzhen Stock Exchange, in order to avoid horizontal competition with the Company, to safeguard the interests of the Company and ensure the long-term stable development of the Company, the actual controllers, Li Liangbin family, of the Company, has issued a non-competition undertaking (the "**Original Non-competition Undertaking**") to the Company. With details set out below in the sub-section headed "1. The Original Non-competition Undertaking" under the section headed "Principal factors and reasons considered".

On September 22, 2021, the Company received the application from Mr. Li, one of the actual controllers of the Company, to the Board and the general meeting of Shareholders (i.e. the EGM) for granting a waiver of the Original Non-competition Undertaking and entering into the supplemental non-competition undertaking (the "**Supplemental Non-competition Undertaking**") based on the equity transfer agreement dated 22 September 2021 (the "**Equity Transfer Agreement**") entered into between Mr. Li and Ms. Xu Xiaowei ("**Ms. Xu**"), pursuant to which, Mr. Li proposes to acquire 70% equity interests of Mengjin Mining from Ms. Xu with Mr. Li's self-owned funds of RMB1,344 million (the "**Equity Transfer**") on the same date. Before completion of the Equity Transfer, Ms. Xu held 100% equity interests of Mengjin Mining. On October 12, 2021, the Equity Transfer Agreement has been completed. After completion of the Equity Transfer and as the Latest Practicable Date, Mr. Li held 70% equity interests of Mengjin Mining and Ms. Xu held 30% equity interests of Mengjin Mining. The Supplemental Non-competition Undertaking is only applicable to Mr. Li's acquisition of Mengjin Mining under the Equity Transfer Agreement, and does not constitute an amendment to the Original Non-competition Undertaking.

As Mengjin Mining is engaged in lithium mining and mineral product processing and sales, which conflicts with the Company's principal business. There will be potential competition between Mr. Li and the Company after completion of the Equity Transfer. In order to protect the interests of the investors, in accordance with the provisions of laws, regulations and normative documents such as 《監管指引4號》 (*Regulatory Guidelines No. 4), Mr. Li applied to the Board and the general meeting of Shareholders (i.e. the EGM) for granting a waiver of the Original Non-competition Undertaking.

On September 22, 2021, the 34th meeting of the fifth session of the Board considered and approved the resolution in relation to the proposed waiver of the Original Non-competition Undertaking by Mr. Li. The matter is conditional upon the approval of the Independent Shareholders at the EGM.

As at the Latest Practicable Date, Mr. Li is an executive Director and is therefore a connected person of the Company under the Listing Rules. According to Chapter 14A of the Listing Rules, granting a waiver to Mr. Li of the Original Non-competition Undertaking and entering into the Supplemental Non-competition Undertaking constitute connected transactions of the Company and shall comply with the requirements of reporting, announcement, circular (including independent financial advice) and approval by the Independent Shareholders under the Listing Rules.

Since Mr. Li has material interests in the Connected Transactions, he has abstained from voting on the Board resolution approving the Connected Transactions in accordance with the requirements of the Articles of Association and the Listing Rules.

As at the Latest Practicable Date, Mr. Li, being an executive Director and the chairman of the Board, one of the actual controllers of the Company holding 18.80% of the Company's issued share capital, is deemed to have material interests in the Connected Transactions. Mr. Li and his associates shall, therefore, abstain from voting on the resolution in relation to the Connected Transactions at the EGM.

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 the resolution in relation to the Connected Transactions at the EGM.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, comprising all the independent non-executive Directors, namely Mr. Liu Jun, Ms. Wong Sze Wing, Ms. Xu Yixin and Mr. Xu Guanghua, has been established for the purpose of advising the Independent Shareholders in respect of the Connected Transactions. We have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in the same regard.

OUR INDEPENDENCE

We do not have any relationship with, or interest in, the Group, Mr. Li or other parties that could reasonably be regarded as relevant to our independence. During the two years immediately prior to this letter, we have not acted as a financial adviser or an independent financial adviser to the Company. Apart from the normal independent financial advisory fees paid or payable to us in connection with this appointment, no arrangements existed whereby we had received or will receive any fees or benefits from the Group, Mr. Li or any other parties that could reasonably be regarded as relevant to our independence. Accordingly, we consider that we are independent pursuant to Rule 13.84 of the Listing Rules.

BASIS OF OUR OPINION

In formulating our advice and recommendation to the Independent Board Committee and the Independent Shareholders in relation to the Connected Transactions, we have reviewed, amongst other things:

(i) the Original Non-competition Undertaking;

(ii) the Supplemental Non-competition Undertaking;

(iii) the annual report of the Company for the year ended December 31 ("**FY**"), 2020 (the "**2020 Annual Report**");

(iv) the interim report of the Company for the six months ended June 30 ("**HY**"), 2021 (the "**2021 Interim Report**");

(v) the management accounts of Mengjin Mining prepared under the accounting principles generally accepted in the PRC for FY2020 and HY2021;

(vi) the Equity Transfer Agreement;

(vii) the Circular; and

(viii) other information as set out in the Circular.

We have relied on the truth, accuracy and completeness of the statements, information, opinions and representations contained or referred to in the Circular and the information and representations made to us by the Company, the Directors and/or the management of the Group (collectively, the "**Management**"). We have assumed that all information and representations contained or referred to in the Circular and provided to us by the Management, for which they are solely and wholly responsible, are true, accurate and complete in all respects and not misleading or deceptive at the time when they were provided or made and will continue to be so up to the Latest Practicable Date. The Shareholders will be notified of material changes as soon as possible, if any, to the information and representations provided and made to us after the Latest Practicable Date and up to and including the date of the EGM.

We have also assumed that all statements of belief, opinion, expectation and intention made by the Management in the Circular were reasonably made after due enquiries and careful consideration and there are no other facts not contained in the Circular, the omission of which make any such statement contained in the Circular misleading. We have no reason to suspect that any relevant information has been withheld, or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Management, which have been provided to us.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. However, we have not carried out any independent verification of the information provided by the Management, nor have we conducted any independent investigation into the business, financial conditions and affairs of the Group or its future prospects.

The Directors jointly and severally accept full responsibility for the accuracy of the information disclosed and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no other facts not contained in this letter, the omission of which would make any statement herein misleading.

This letter is issued to the Independent Board Committee and the Independent Shareholders solely for their consideration of the Connected Transactions, and except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes without our prior written consent.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and recommendation to the Independent Board Committee and the Independent Shareholders in relation to the Connected Transactions, we have taken into consideration, inter alia, the following principal factors and reasons:

1. The Original Non-competition Undertaking

As stated in the Letter from the Board, during the Company's initial public offering and listing on the Shenzhen Stock Exchange, in order to avoid horizontal competition with the Company, to safeguard the interests of the Company and ensure the long-term stable development of the Company, the actual controllers, Li Liangbin family, of the Company, has issued a non-competition undertaking as follows:

(i) On the date of signing the Original Non-competition Undertaking, neither Li Liangbin family nor the subsidiaries and joint-stock companies in which Li Liangbin family has an interest have produced or developed any products that compete or may compete with the products produced by the Company, have not directly or indirectly operated any business that competes or may compete with the business operated by the Company and have not participated in investing in any other enterprise that competes or may compete with the products produced or business operated by the Company;

(ii) From the date of signing the Original Non-competition Undertaking, Li Liangbin family and the subsidiaries and joint-stock companies in which Li Liangbin family has an interest will not produce or develop any products that compete or may compete with the products produced by the Company, will not directly or indirectly operate any business that competes or may compete with the business operated by the Company and will not invest in any other enterprise that competes or may compete with the products produced or business operated by the Company;

(iii) From the date of signing the Original Non-competition Undertaking, if the Company further expands its products and business scope, Li Liangbin family and the subsidiaries and joint-stock companies in which Li Liangbin family has interests will not compete with the expanded products or business of the Company; if there is competition with the expanded products or businesses of the Company, Li Liangbin family and the subsidiaries and joint-stock companies in which Li Liangbin family has an interest will avoid horizontal competition by ceasing the production or operation of competitive businesses or products, integrating competitive businesses into the operation of the Company, or transferring competitive businesses to independent third parties;

(iv) If the Original Non-competition Undertaking is proved to be untrue or not complied with, Li Liangbin family will compensate the Company for all direct and indirect losses.

During the period of the Original Non-competition Undertaking, Li Liangbin family, the actual controllers of the Company, strictly fulfilled the above undertaking commitments.

2. Information on the parties

The Company

The Company is principally engaged in the production of lithium hydroxide, lithium carbonate, lithium fluoride and butyl lithium; and the production, processing and sales of non-ferrous metals, batteries, instrumentation components, machinery and equipment, chemical products, chemical raw materials, and chemicals.

Mr. Li

Mr. Li is an executive Director and the chairman of the Board, one of the actual controllers of the Company and holds 18.80% of the Company's issued share capital.

3. Information on Mengjin Mining

Mengjin Mining is principally engaged in tantalum, niobium, lithium, rubidium and cesium mining, and mineral product processing and sales (except those prohibited by the State). As at the Latest Practicable Date, Mr. Li held 70% equity interests of Mengjin Mining and Ms. Xu, a Chinese individual shareholder, who is not related to the Company and the Company's controlling shareholders, actual controllers, Directors, supervisors and senior management in terms of property rights, business, assets, debts and liabilities, personnel, etc., held 30% equity interests of Mengjin Mining.

Financial information of Mengjin Mining

Set out below is the summary of the financial information of Mengjin Mining:

RMB0'000	**As at December 31, 2020 (Unaudited)**	**As at June 30, 2021 (Unaudited)**
Total assets	35,099.08	42,856.11
Net assets	2,940.83	1,684.42
	FY2020 (Unaudited)	**HY2021 (Unaudited)**
Operating revenue	53.94	9.33
Net loss	2,017.47	1,256.41

As at June 30, 2021, the gearing ratio of Mengjin Mining was approximately 96.07%.

Mengjin Mining is not related to the Company and the Company's controlling shareholders, actual controllers, Directors, supervisors and senior management in terms of property rights, business, assets, debts and liabilities, personnel, etc.

Mengjin Mining obtained the mining license in November 2020 and is still in the development and construction stage. The relevant mining projects of Mengjin Mining are still under construction and have not turned profitable. The net loss of Mengjin Mining was caused by the fact that the third parties who were independent of Ms. Xu , Mr. Li and the Group promoted the development and construction of Mengjin Mining in the form of financial assistance, and Mengjin Mining is required to pay a certain amount of interest every year. The Board believes that the potential transfer of equity interest in Mengjin Mining from Mr. Li to the Company is fair and reasonable to the Independent Shareholders and in the interest of the Company and the Shareholders as a whole as after the construction of Mengjin Mining production line is completed and the production line is put into operation, its performance will gradually improve and the potential equity transfer in the future can provide high-quality lithium resources for the Company, which is conducive to the Company's business expansion and enhances its core competitiveness, and is in line with the Company's upstream and downstream integration and the development strategy of new energy vehicle industry. In the future, the Company will consider the feasibility of acquiring Mengjin Mining from Mr. Li by referring to Mengjin Mining's then financial performance and whether its mining resources meet the Company's expectation.

Mining rights of Mengjin Mining

Mengjin Ming owns the Gabus niobium tantalum mine located in Xianghuangqi, Xilin Gol League, Inner Mongolia Autonomous Region. The information of the current mining license is shown below:

Mining right license number：	C1500002014115210136090
Mining right owner:	Mengjin Mining
Geographic location:	Xinbaolag Town Industrial Park, Xianghuangqi, Xilin Gol League, Inner Mongolia Autonomous Region
Mining minerals:	Tantalum, niobium, lithium, rubidium, cesium
Mining mode:	Underground mining
Mining scale:	600,000 tons/year
Mining area:	2.34 square kilometers
Expiry date:	November 6, 2020 to November 6, 2023
Issuing unit:	內蒙古自治區自然資源廳(*Natural Resources Department of Inner Mongolia Autonomous Region)

According to the《關於〈內蒙古自治區鑲黃旗加不斯礦區鈮鉭礦勘探報告〉礦產資源儲量評審備案證明》(國土資儲備字[2021]117 號) (*Certificate of review and filing of mineral resources reserves in the exploration report of niobium tantalum ore in Gabus mining area of Xianghuangqi, Inner Mongolia Autonomous Region) (*Guo tu zi chu bei zi[2021] No. 117) issued by 內蒙古自治區國土資源廳(*The Department of Land and Resources of Inner Mongolia Autonomous Region), the ore resource of niobium tantalum industrial orebody is 7.2566 million tons, the ore volume of proven low-grade niobium tantalum orebody is 83.2335 million tons, and the low-grade rubidium orebody is 1.305 million tons. The total reserves of the mining area are 91.7906 million tons, and the associated Li2O metal oxide is 407,700 tons, with an average grade of 0.4442%.

4. Principal terms of the Equity Transfer Agreement

Parties to the Equity Transfer Agreement	(i)	Mr. Li;
	(ii)	Ms. Xu; and
	(iii)	Mengjin Mining.

(i) Mr. Li purchases 70% equity interests of Mengjin Mining held by Ms. Xu at the price of RMB1,344 million.

(ii) The consideration of the Equity Transfer shall be paid in three installments. Ms. Xu shall handle the change of relevant industrial and commercial registration of Mengjin Mining within 10 working days after receiving the second installment; Mr. Li shall pay the third installment within 10 working days after the completion of the change of relevant industrial and commercial registration of 70% equity of Mengjin Mining. Part of the third installment shall be paid to Ms. Xu directly, and the rest shall be paid to Mengjin Mining as a loan.

(iii) The parties to the Equity Transfer Agreement confirm and agree that after the completion of the Equity Transfer, Mengjin Mining's subsequent capital arrangement can be carried out by Mr. Li and Ms. Xu providing loans to Mengjin Mining or increasing capital in the same proportion according to their respective equity ratio.

(iv) Ms. Xu confirms and agrees that within 60 months from the completion date of the Equity Transfer, Mr. Li will sign a trustee agreement with the Company, entrusting the Company to be responsible for Mengjin Mining's specific production and operation and actively promoting the development and construction of mines owned by Mengjin Mining. Mengjin Mining shall pay the Company a management fee with fair pricing calculated in the form of salary and related bonus for the personnel appointed by the Company, which is expected to be no more than RMB2 million per year. The rights and obligations will be determined through fair negotiation between both parties, which is expected to include but not limited to: (i) Mr. Li has the right to assess the performance of the entrusted assets; (ii) The Company has the right to collect the entrusted management fee during the term of the trustee agreement; (iii) The Company shall provide Mr. Li the progress and achievements during provision of entrustment services to Mr. Li; and (iv) the Company is responsible for the confidentiality of sensitive information related to the entrusted assets.

Since the nature of responsibilities of personnel despatched to Mengjin Mining has not changed greatly, the management fee will be determined by Mengjin Mining and the Company through fair negotiation with reference to the past salary and other relevant cost estimates of the personnel when they worked in the Company. The Company will confirm the pricing terms and sign the trustee agreement with Mengjin Mining as soon as practicable. If the trustee agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules, the Company will comply with the disclosure requirements set out under Chapter 14A of the Listing Rules.

(v) Ms. Xu confirms and agrees that Mr. Li may transfer 70% of the equity of Mengjin Mining to the Company or its designated subsidiary in the future. Ms. Xu agrees to waive the preemptive right under the above Equity Transfer and fully support and cooperate with Mengjin Mining in performing the examination, approval, registration and filing procedures related to equity transfer in accordance with the provisions of PRC laws.

In the future, if Mengjin Mining obtains a new mining certificate and the mining amount meets the expectation, the Company will give priority to the acquisition of 70% of the equity of Mengjin Mining held by Mr. Li where practicable. If the future equity transfer constitutes a notifiable transaction and/or connected transaction of the Company under Chapter 14 and/or Chapter 14A of the Listing Rules, the Company will comply with the disclosure requirements set out under Chapter 14 and/or Chapter 14A of the Listing Rules.

(vi) Upon the completion of the Equity Transfer, the board of directors of Mengjin Mining will comprise three directors. Mr. Li shall have the right to nominate two directors, of which the chairman of the board shall be a director nominated by Mr. Li; Mengjin Mining shall have one supervisor recommended by Mr. Li; and the general manager and chief financial officer of Mengjin Mining shall be recommended by Mr. Li.

(vii) Mr. Li and Ms. Xu confirm and agree to cooperate in a lithium carbonate project later. The shareholding ratio of Mr. Li and Ms. Xu or their respective related parties shall be 70% and 30%. Under the same conditions, Mr. Li has the preemptive right to purchase the products produced by Mengjin Mining and lithium carbonate project company. The specific rules will be discussed by Mr. Li and Ms. Xu separately.

Considering that Mr. Li's participation in the establishment of the project company will constitute potential competition with the Company, in order to comply with the Original Non-competition Undertaking, through consultation between Mr. Li and Ms. Xu, the future lithium carbonate project company will be established by the Company, as a related party of Mr. Li with a focus on lithium salt deep processing, and a lithium salt production line matching the capacity of Mengjin Mining will be built. Mr. Li will not directly hold the equity interests of the project company. In the future, the products produced by Mengjin Mining will be sold to the project company, and Mr. Li will transfer its preemptive right to purchase the products produced by Mengjin Mining and the project company to the Company so as to ensure the lithium resources required for the production of lithium carbonate project company. In the future, connected transactions involving product sales and the transfer of preemptive rights will comply with the disclosure requirements set out under Chapter 14A of the Listing Rules as applicable.

5. Reasons for and benefits of the Connected Transactions

As stated in the Letter from the Board, the Company evaluated the mineral resources reserves of Mengjin Mining and is of the view that the niobium tantalum ore reserves in Gabus mining area under Mengjin Mining are abundant and of good quality. Due to the shortage of lithium resources in the upstream, the acquisition of Mengjin Mining will provide the Company with high-quality lithium resources.

In view of limited exploration work put into Mengjin Mining's Gabus niobium tantalum mine previously, the resource reserve data is insufficient, and the resource reserves remain uncertain. Mengjin Mining is still at the early stage of construction and development, and a series of fixed asset investment and technical investment are required. There is uncertainty in the improvement of mining-processing scale, and, at the same time, there may be a risk that the expected mining amount will not be reached due to limitation imposed by the natural conditions of the mine environment. There may be some risks in acquisitions of all of its equity interests. Moreover, Ms. Xu has the relevant experience, good reputation and strong local strength, and is familiar with the daily operation of Mengjin Mining. Holding Mengjin Mining together with Ms. Xu can make use of the complementary resource advantages and risk sharing of all parties to speed up the development and construction of Mengjin Mining.

In order to avoid the Company's investment risk and maximize the protection of the interests of the Company and all Shareholders, especially minority Shareholders, after careful judgment and full consultation with Mr. Li, one of the actual controllers, Mr. Li purchased 70% of the equity interests of Mengjin Mining with self-owned funds. When Mengjin Mining obtains a new mining certificate and the mining amount meets expectations, Mr. Li undertakes to preferentially transfer the 70% equity interests of Mengjin Mining he holds to the Company at the cost of his acquisition of Mengjin Mining and additional investment (if any) in addition to reasonable expenses (including audited capital interest and other reasonable expenses). The Equity Transfer will provide lithium resources for the development of the Company, ensure the long-term stable development of the Company and improve the core competitiveness of the Company.

Since the mining license of the target company will expire on November 6, 2023, the target company needs to obtain a new mining certificate to ensure the development and construction of the mine and the sustainability of mineral resources mining. The Company will determine the benchmark of expected mining amount after mutual consultation according to the actual production of the project. In the future equity transfer agreement, the Company has the right to require Mr. Li to complete the equity transfer after fulfilling the above pre-conditions.

In view of: (i) Mengjin Mining is still at the early stage of construction and development; (ii) only minimal operating revenue was generated in FY0220 and HY2021; (iii) Mengjin Mining was in a loss-making position in FY2020 and HY2021; (iv) the net assets of Mengjin Mining decreased from approximately RMB29.4 million as at 31 December 2020 to approximately RMB16.8 million as at 30 June 2021; and (v) the gearing ratio of Mengjin Mining was approximately 96.07% as at 30 June 2021 as set out in the Letter from the Board which was significantly higher than the gearing ratio of 30% of the Group as at 30 June 2021 according to the 2021 Interim Report, if the Company, instead of Mr. Li, entered into the Equity Transfer Agreement in relation to the Equity Transfer, it will expose the Company to a relatively significant investment risk. As there was only limited exploration work put into Gabus niobium tantalum mine, the Company will be required to make further investment to the Gabus niobium tantalum mine while the resource reserves remain uncertain due to the lack of resource reserve data. As such, we concur that Mr. Li to purchase 70% of the equity of Mengjin Mining with self-owned funds will effectively minimize the investment risk of the Company and maximize the protection of the Company and all Shareholders, especially minority Shareholders.

As set out in the 2021 Interim Report, securing high-quality and stable lithium resources is fundamental to the long-term sustainable growth of the Group's business. The future development strategy of the Company is to achieve resource globalization. As such, the Company will continuously expand its current lithium resources portfolio through further exploration, with a gradually focus on extraction development of brine, lithium clay and other resources. Further, the Company will continue to actively explore the possibility of acquiring further sources of lithium to enrich the core portfolio of high-quality lithium resources and provide reliable and high-quality supply of lithium resources for further enhancement of midstream and downstream operations. By entering into the Supplemental Non-competition Undertaking by Mr. Li, if Gabus niobium tantalum mine obtains a new mining certificate and the mining amount meets the expectation, Mr. Li promises to preferentially transfer the 70% equity of Mengjin Mining to the Company. As mentioned above, the mining scale of Gabus niobium tantalum mine may reach 600,000 tons per year. Therefore, it will provide the Company with stable lithium resources for the development of the Company, ensure the long-term stable development of the Company and improve the core competitiveness of the Company which is consistent with the aforesaid future development strategy of the Company.

6. The application for granting a waiver of the Original Non-competition Undertaking and entering into the Supplemental Non-competition Undertaking

As stated in the Letter from the Board, in order to protect the interests of the investors, Mr. Li applied to the Board and the general meeting of Shareholders for granting a waiver of the Original Non-competition Undertaking, and entering into the Supplemental Non-competition Undertaking on September 22, 2021. The details are as follows:

(i) If Mr. Li's proposal on granting a waiver of the Original Non-competition Undertaking is not approved by the general meeting of Shareholders, in order to avoid competition with the Company, Mr. Li will transfer its equity of Mengjin Mining within twelve months from the date of the general meeting of Shareholders;

(ii) Mr. Li will sign a trustee agreement with the Company, pursuant to which he shall entrust the Company to be responsible for the specific production and operation of Mengjin Mining, and Mengjin Mining shall pay the management fee with fair pricing to the Company. From the date of trustee agreement until Mengjin mining is acquired by the Company, Mr. Li will fully respect Company's rights of trustee, and will not enter into transactions and arrangements detrimental to the interests of the Company or other minority Shareholders by taking advantage of the position of the actual controller of the Company;

(iii) Mr. Li will actively promote the development and the construction of Gabus niobium tantalum mine of Mengjin Mining within 60 months after obtaining 70% equity interests of Mengjin Mining. If Gabus niobium tantalum mine obtains a new mining certificate and the mining amount meets the expectation, Mr. Li promises to preferentially transfer the 70% equity of Mengjin Mining to the Company;

(iv) If the Company decides to acquire the equity of Mengjin Mining, Mr. Li guarantees to follow the principles of fairness, impartiality, justice and reasonableness and transfer at the cost of Mr. Li's acquisition of Mengjin Mining and additional investment (if any) in addition to reasonable expenses (including audited capital interest and other reasonable expenses) to the Company to ensure that the legitimate rights and interests of other Shareholders (the capital interest means the capital interest generated from the bank loan when Mr. Li acquires Mengjin Mining and subsequent additional investment);

(v) If the aforesaid transfer is not approved by the internal decision of the Company, or the Company explicitly give up the right of preemption, Mr. Li promises to take active measures to eliminate competition, and Mr. Li will transfer the equity of Mengjin Mining to other independent third parties within twelve months after receiving the notice that the Company fails to pass the internal decision or give up the right of preemption; and

(vi) Mr. Li guarantees to strictly abide by relevant undertaking. Mr. Li will be liable for any loss incurred to the Company in relation to violation of the undertaking.

Our analysis

(i) Protection of the interests of the investors

As stated in the Letter from the Board, Mr. Li applied to the Board and the general meeting of Shareholders for granting a waiver of the Original Non-competition Undertaking, and entering into of the Supplemental Non-competition Undertaking to protect the interests of the investors. It is considered that the entering into of the Supplemental Non-competition Undertaking by Mr. Li could effectively mitigate any potential competition between Mr. Li and the Company after the completion of the Equity Transfer. As mentioned above, if Mr. Li's proposal on granting a waiver of the Original Non-competition Undertaking is not approved by the general meeting of Shareholders of the Company, in order to avoid competition with the Company, Mr. Li will transfer its equity of Mengjin Mining within twelve months from the date of the general meeting of Shareholders to mitigate any potential competition between Mr. Li and the Company.

(ii) Beneficial for the Company with a new revenue source and close monitoring of Mengjin Mining

As set out under section headed "4. Principal terms of the Equity Transfer Agreement" above, Mr. Li will sign a trustee agreement with the Company in respect of Mengjin Mining, pursuant to which he shall entrust the Company to be responsible for the specific production and operation and actively promoting the development and construction of mines owned by Mengjin Mining, and Mengjin Mining shall pay the management fee with fair pricing to the Company. Further, Mr. Li will fully respect Company's rights of trustee, and will not enter into transactions and arrangements detrimental to the interests of the Company or other minority Shareholders by taking advantage of the position of the actual controller of the Company from the date of trustee agreement until Mengjin mining is acquired by the Company. In addition, the entering into of the trustee agreement enables the Company to closely monitor and have the most up-to-date information of the development of the specific production and operation of Mengjin Mining which may facilitate the Company to assess whether to exercise the right to acquire Mengjin Mining when the mining amount meets the expectation in the future. After our enquiry with the Management, we understand that there will be very experienced employees in the Group deployed to Mengjin Mining under the trustee agreement who possess 10 years of experience in mine selection and 35 years of experience in the lithium industry which may facilitate the Group to effectively monitor the production and operation of Mengjin Mining. Therefore, it is considered beneficial to the Company and the Shareholders while, on the one hand, the management fee in relation to the production and operation of Mengjin Mining will be an additional revenue source to the Company and, on the other hand, the Company will be able to closely monitor the latest development of Mengjin Mining.

(iii) A right but not an obligation for the Company

After the completion of the Equity Transfer, Mr. Li will actively promote the development and the construction of Gabus niobium tantalum mine of Mengjin Mining within 60 months after obtaining 70% equity interests of Mengjin Mining. As further set out in the Supplemental Non-competition Undertaking, if Gabus niobium tantalum mine obtains a new mining certificate and the mining amount meets the expectation, Mr. Li promises to preferentially transfer the 70% equity of Mengjin Mining to the Company. It provides the Company with flexibility as the Company has the right but not an obligation to acquire Mengjin Mining. Further, Mengjin Mining was in a loss-making position in FY2020 and HY2021 respectively. As the Company has the right but not an obligation to acquire Mengjin Mining, the Company has the option of not acquiring Mengjin Mining after considering its financial performance even if the mining amount meets the expectation.

In addition, if the Company decides to acquire the equity of Mengjin Mining, Mr. Li guarantees to follow the principles of fairness, impartiality, justice and reasonableness and transfer at the cost of Mr. Li's acquisition of Mengjin Mining and additional investment (if any) in addition to reasonable expenses (including audited capital interest and other reasonable expenses) to the Company to ensure that the legitimate rights and interests of other Shareholders. As the future consideration of acquiring the equity of Mengjin Mining will be solely the cost of Mr. Li's acquisition of Mengjin Mining and additional investment (if any) in addition to reasonable expenses (including audited capital interest and other reasonable expenses), it prevents the Company from paying a premium (which is at the expense of the Company and the Shareholders) for acquiring the equity interests in Mengjin Mining.

(iv) No competition between Mr. Li and the Company after the mining amount of Gabus niobium tantalum mine meets the expectation

If the Gabus niobium tantalum mine obtains a new mining certificate and the mining amount meets the expectation, the Company may not proceed with acquiring the equity interests in Mengjin Mining and is able to give up the right of preemption. As set out in the Supplemental Non-competition Undertaking, if the future acquisition of the equity interests of Mengjin Mining is not approved by the internal decision of the Company, or the Company explicitly give up the right of preemption, Mr. Li promises to take active measures to eliminate competition, and Mr. Li will transfer the equity of Mengjin Mining to other independent third parties within twelve months after receiving the notice that the Company fails to pass the internal decision or give up the right of preemption.

The undertaking by Mr. Li of transferring the equity of Mengjin Mining to other independent third parties, instead of operating Mengjin Mining, if the Company fails to pass the internal decision or give up the right of preemption is considered to be effectively mitigate the potential competition between Mr. Li and the Company after the mining amount of Gabus niobium tantalum mine meets the expectation.

OPINION AND RECOMMENDATION

In view of the above principal factors and reasons, although not in the ordinary and usual course of business of the Group, we consider that the entering into of the Connected Transactions are in the interests of the Company and the Shareholders as a whole, and the terms of the Connected Transactions, in particular, the Company has the right but not an obligation to acquire Mengjin Mining in the future which would be based on considering Mengjin Mining's then financial performance and whether its mining resources meet the Company's expectation by then, are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend that the Independent Board Committee recommend, and we ourselves recommend, the Independent Shareholders vote in favor of the resolution to be proposed at the EGM to approve the Connected Transactions.

Yours faithfully,
For and on behalf of
Opus Capital Limited

Cheung On Kit Andrew
Executive Director

Mr. Cheung On Kit Andrew is an Executive Director of Opus Capital and is licensed under the SFO as a Responsible Officer to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities. Mr. Cheung has over 13 years of corporate finance experience in Asia Pacific and has participated in and completed various financial advisory and independent financial advisory transactions.

* *For identification purposes only*

非竞争承诺函

致：江西赣锋锂业股份有限公司("股份公司")

本人李良彬目前持有股份公司 39.2510%的股份，本人的哥哥李良学目前持有股份公司 0.1958%的股份，本人的弟弟李华彪目前持有股份公司 0.1205%的股份，本人的表弟熊剑浪目前持有股份公司 1.2352%的股份，本人配偶黄蓉的母亲罗顺香目前持有股份公司 2.0637%的股份，本人配偶黄蓉的哥哥黄闻目前持有股份公司 2.0637%的股份。本人及本人关联方目前合计持有股份公司 44.9299%的股份，为股份公司的控股股东及实际控制人。

股份公司拟于 2008 年向社会公众首次公开发行股票并于深圳证券交易所上市，为了避免因同业竞争而给股份公司和社会公众利益带来损害，本人及本人关联方特向股份公司作出承诺如下：

1. 在本承诺函签署之日，本人及本人关联方及本人以及本人关联方拥有权益的附属公司及参股公司均未生产、开发任何与股份公司生产的产品构成竞争或可能竞争的产品，未直接或间接经营任何与股份公司经营的业务构成竞争或可能竞争的业务，也未参与投资于任何与股份公司生产的产品或经营的业务构成竞争或可能构成竞争的其他企业；

2. 自本承诺函签署之日起，本人及本人关联方以及本人及本人关联方拥有权益的附属公司及参股公司将不生产、开发任何与股份公司生产的产品构成竞争或可能构成竞争的产品，不直接或间接经营任何与股份公司经营的业务构成竞争或可能竞争的业务，也不参与投资于任何与股份公司生产的产品或经营的业务构成竞争或可能构成竞争的其他企业；

3. 自本承诺函签署之日起，如股份公司进一步拓展其产品和业务范围，本人及本人关联方以及本人及本人关联方拥有权益的附属公司及参股公司将不与股份公司拓展后的产品或业务相竞争；若与股份公司拓展后的产品或业务产生竞争，本人及本人关联方以及本人及本人关联方拥有权益的附属公司及参股公司将以停止生产或经营相竞争的业务或产品的方式或者将相竞争的业务纳入到股份公司经营的方式或者将相竞争的业务转让给无关联关系第三方的方式避免同业竞争；

4. 如本承诺函被证明是不真实或未被遵守，本人及本人关联方将向股份公司赔偿一切直接和间接损失。

李良彬(签署):李良彬

李良学(签署):李良学

李华彪(签署):李华彪

熊剑浪(签署):熊剑浪

罗顺香(签署):罗顺香

黄　闻(签署):黄闻

二〇〇八年[六]月[ ]日

关于避免潜在同业竞争的补充承诺函

为保护广大投资者的利益，根据《上市公司监管指引第 4 号——上市公司实际控制人、股东、关联方、收购人以及上市公司承诺及履行》等法律法规和规范性文件的规定，本人李良彬承诺：

1、若本人关于豁免履行原避免同业竞争承诺的议案未获得赣锋锂业股东大会的通过，为避免与赣锋锂业构成同业竞争，本人将在股东大会未通过之日起 12 个月内转让其所持有的蒙金矿业股权；

2、本人将与赣锋锂业签署托管协议，委托赣锋锂业负责蒙金矿业的具体生产经营事宜，并向赣锋锂业支付定价公允的托管费用；自托管之日起至蒙金矿业注入赣锋锂业前，本人将充分尊重赣锋锂业各项托管权力，且不会利用实际控制人地位做出不利于赣锋锂业利益或其他中小股东利益的交易和安排；

3、本人自取得蒙金矿业 70%股权之日后 60 个月内，将积极推动蒙金矿业旗下加不斯铌钽矿的开发建设，如加不斯铌钽矿取得新的采矿权证且采矿量符合预期，本人承诺将所持有的蒙金矿业 70%的股权优先转让给赣锋锂业；

4、如赣锋锂业决定收购蒙金矿业的股权，本人保证遵循公平、公正、公允、合理的原则，以本人收购蒙金矿业和追加投入（如有）的成本加合理费用（包括审计的资金利息及其他合理费用）转让给赣锋锂业，确保不损害赣锋锂业其他股东的合法权益；

5、若前述转让事项未获得赣锋锂业内部决策通过，或赣锋锂业明确放弃优先受让权，本人承诺将采取积极措施消除同业竞争问题，本人在接到赣锋锂业内部决策未通过或放弃优先受让权的通知后 12 个月内将蒙金矿业的股权转让给其他非关联的第三方；

6、本人保证严格遵守相关承诺，如因违反相关承诺并因此给赣锋锂业造成损失的，将承担相应的赔偿责任。

承诺人：李良彬

2021 年 9 月 22 日

Opus Capital Limited
創富融資有限公司

30 November 2021

Ganfeng Lithium Co., Ltd.

Longteng Road
Economic Development Zone
Xinyu, Jiangxi Province
PRC

Attention: The Board of Directors

Dear Sirs,

Ganfeng Lithium Co., Ltd. (the "Company", together with its subsidiaries, the "Group")
Connected Transactions: (i) Grant of waiver of the original non-competition undertaking to actual controller; and (ii) Entering into the supplemental non-competition undertaking by actual controller

We refer to the circular of the Company dated 30 November 2021 in connection with the captioned matter (the "**Circular**"). Capitalised terms used herein shall have the same meanings as defined in the Circular unless otherwise stated.

We hereby give and have not withdrawn our consent to the issue of the Circular with the inclusion therein of our letter of advice and references to our name in the form and context in which it appears in the Circular.

We further confirm that, as at the Latest Practicable Date, we did not:

(a) have any direct or indirect interest in any assets which have been, since 31 December 2020 (being the date to which the latest published audited consolidated financial statements of the Company were made up), acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group; and
(b) have any shareholding, directly or indirectly, in any member of the Group and did not have the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any members of the Group.

香港中環干諾道中19-20號馮氏大廈18樓
18th Floor, Fung House, 19-20 Connaught Road Central, Central, Hong Kong
T: (852) 2230 6100 F: (852) 2344 9600 W: www.opusgroup.com.hk

We further consent to our letter of advice and this letter to be made available by the Company for public viewing in the manner set out in the section headed "9. DOCUMENTS AVAILABLE FOR INSPECTION" under Appendix I to the Circular.

Yours faithfully,

For and on behalf of
Opus Capital Limited

Name: Andrew Cheung
Title: Executive Director