

**Ganfeng Lithium Group Co., Ltd.**  
**Terms of Reference of the Nomination Committee**  
**of the Board of Directors**

**Chapter 1 General Provisions**

- Article 1      Ganfeng Lithium Group Co., Ltd. (the “Company”) has specifically established the Nomination Committee of the Board to improve the corporate governance structure of the Company, enhance the scientificness and democracy of Board election process and optimize the composition of the Board.
- Article 2      In order to enable the Nomination Committee to carry out its work in a regulated and efficient manner, the Board of the Company 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 Group Co., Ltd. (the “Articles of Association”) and other relevant provisions.
- Article 3      The Nomination Committee is a specialized body under the Board, which is mainly responsible for formulating the selection criteria and procedures for directors and senior management, selecting and reviewing candidates for directors and senior management and their qualifications, giving opinions or suggestions to the Board of the Company for the replacement and recommendation of new candidates for Directors or Presidents.

**Chapter 2 Composition**

- Article 4      The Nomination Committee shall consist of three Directors, of which the number of independent non-executive Directors shall not be less than two.
- Article 5      Members of the Nomination 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 6      The Nomination Committee shall have one chairman who is an independent non-executive Director. The chairman of the Nomination Committee shall be elected by more than one-half of all members.

The chairman of the Nomination Committee shall be responsible for convening and presiding the meetings of the Nomination Committee. Where the chairman of the Nomination Committee fails to or is unable to perform his duties, he shall nominate another member who is an independent non-executive Director to perform his duties on his behalf.

Article 7      The terms of office of the Nomination Committee shall be the same as that of the same session of the Board. Where the number of members of the Nomination Committee is less than two-thirds of the required number due to the resignation or dismissal of members or other reasons, the Board of the Company should elect new members as soon as possible.

Before the number of members of the Nomination Committee reaches two-thirds of the required number, the Nomination Committee shall suspend the exercise of the powers provided in these Terms of Reference.

Article 8      The provisions of the Company Law, the Articles of Association and the Hong Kong Listing Rules regarding Directors' obligations shall apply to members of the Nomination Committee.

### **Chapter 3   Responsibilities and Authorities**

Article 9      The Nomination Committee mainly exercises the following powers:

- (i) Review the size, structure and composition (including skills, knowledge and experience) of the Board at least once a year based on the operating activities, scale of assets and shareholding structure of the Company and make recommendations to the Board, as well as make recommendations on any proposed changes to the Board regarding the strategy of the Company;
- (ii) Study the selection or appointment criteria and procedures for Directors, Presidents and other senior management and make recommendations to the Board;
- (iii) Identify persons who are qualified to serve as Directors, Presidents and other senior management of the Company, and select candidates for nomination to serve as Directors or give opinions to the Board in this regard;

- (iv) Upon re-election of the Board, make recommendations to the current session of the Board on the selection, appointment, re-appointment or succession plan of candidates (especially the Chairman or the President) for the next session of the Board;
- (v) Upon expiry of the term of office of the President, make recommendations to the Board on the new appointment of presidential candidates;
- (vi) Review the qualifications of candidates for Directors and senior management;
- (vii) Assess the work of Directors, Presidents and other senior management, and give opinions or suggestions for the replacement of Directors, Presidents or other senior management based on the assessment results when necessary;
- (viii) Evaluate the independence of independent non-executive Directors;
- (ix) Formulate policies regarding the diversification of Board members and disclose the policies or summary of the policies in the corporate governance report; and
- (x) Other matters authorized by the Board.

Article 10 After reviewing the matters provided in Article 9 of these Terms of Reference, the Nomination Committee shall form a resolution of meeting of the Nomination Committee and submit it to the Board of the Company together with relevant proposals.

Article 11 The exercise of powers of the Nomination 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 12 The Company shall provide the Nomination Committee with sufficient resources to perform its duties. When the Nomination Committee performs its duties, the relevant departments of the Company shall cooperate and the necessary costs incurred in obtaining independent professional advice shall be borne by the Company.

- Article 13      The Board shall fully respect the recommendations of the Nomination Committee on the nomination of candidates for Directors and Presidents.
- Article 14      The chairman of the Nomination Committee shall attend the annual general meeting (if the chairman of the Nomination Committee is unable to attend, another member of the Nomination Committee shall attend, or if the member is unable to attend, his appropriately appointed representative shall attend), and answer questions regarding the work and responsibilities of the Nomination Committee at the meeting.
- Article 15      The Nomination Committee shall disclose its terms of reference, and explain its role and the authority delegated to it by the Board.

#### **Chapter 4   Convening and Notice of Meetings**

- Article 16      The Nomination Committee has regular meetings and ad hoc meetings.
- In each accounting year, the Nomination Committee shall convene at least one regular meeting. Regular meetings shall be convened within three months after the end of the previous accounting year.
- An ad hoc meeting of the Nomination Committee may be convened upon request by the Chairman of the Company, by the chairman or jointly by more than two members of the Nomination Committee.
- Article 17      Regular meetings of the Nomination Committee mainly discuss and review the performance of Directors, Presidents and other senior management of the Company in the previous year and whether there is a need for replacement of Directors, Presidents and other senior management.
- In addition to those provided in the preceding paragraph, regular meetings of the Nomination Committee may also discuss any matters that are within the terms of reference and are listed in the notice of meeting.
- Article 18      Regular meetings of the Nomination Committee shall be held in the form of on-site meeting. Ad hoc meetings shall be either held in the form of on-site meeting or off-site meeting by way of communication voting.

Save as otherwise provided in the Articles of Association or these Terms of Reference, on the premise of ensuring the full expression of opinions of members, ad hoc meetings of the Nomination Committee may, by fax, make a resolution, which shall be signed by members attending the meetings.

In the case of communication voting, members of the Nomination Committee signing the resolution of the meeting shall be deemed to have attended the relevant meeting and agreed to the resolution of the meeting.

Article 19 Notice of a regular meeting of the Nomination Committee shall be issued three days (exclusive of the day of meeting) before the meeting is held, and notice of an ad hoc meeting of the Nomination Committee shall be issued two days (exclusive of the day of meeting) before the meeting is held.

Relevant documents of a meeting shall be submitted to all members of the Nomination Committee and other persons invited to attend the meeting within the time limit provided in the preceding paragraph.

Article 20 The office of the Board of the Company is responsible for issuing the notice of meeting of the Nomination Committee, and shall issue the notice of meeting in accordance with the time limit provided in the preceding article.

Article 21 A notice of meeting of the Nomination Committee shall include at least the following:

- (i) Time and location of the meeting;
- (ii) Duration of the meeting;
- (iii) Issues to be discussed at the meeting;
- (iv) Contact person of the meeting and contact details;
- (v) Date of the notice of meeting.

Article 22 The notice of meeting of the Nomination Committee issued by office of the Board of the Company shall be accompanied by a complete proposal.

Article 23      Notices for regular meetings of the Nomination Committee shall be issued in written form, and notices for ad hoc meetings of the Nomination Committee may be issued by phone, email or other convenient ways.

## **Chapter 5    Proceedings and Voting Procedures**

Article 24      Meetings of the Nomination Committee should only be held when more than two-thirds of the members are present.

Directors of the Company may attend the meeting of the Nomination Committee, but Directors who are not members shall not have voting rights on the proposals of the meeting.

Article 25      Members of the Nomination Committee may attend the meeting in person, or appoint other members to attend and vote at the meeting on their behalf.

Article 26      Where members of the Nomination Committee appoint other members to attend and vote at the meeting on their behalf, they shall submit a power of attorney to the presiding person of the meeting. The power of attorney shall be submitted to the presiding person of the meeting before voting at the meeting.

Article 27      The power of attorney should include at least the following:

- (i)    Name of appointor;
- (ii)   Name of proxy;
- (iii)   Matters appointed;
- (iv)   Instructions on the exercise of voting rights regarding the agenda of the meeting (for, against or abstention), and statement indicating that whether the proxy can vote according to his own will when no specific instructions are given;
- (v)    Period of authorization;
- (vi)   Date of signature of the power of attorney.

The power of attorney shall be signed by the appointor and the proxy.

- Article 28      Members of the Nomination Committee who neither attended the meeting in person nor appointed other members to attend the meeting on their behalf shall be deemed to be absent from the relevant meeting.
- Members of the Nomination Committee who failed to attend meetings for two consecutive times shall be deemed to have failed to properly perform their powers, and the Board of the Company may dismiss their duties as members.
- Article 29      Resolution of the Nomination Committee shall be valid only if it has been approved by the majority of members (including those who are not present at the meeting).
- Members of the Nomination Committee shall have one vote each.
- Article 30      After the announcement of start of meeting by the presiding person of the meeting of the Nomination Committee, the subjects for each proposal of meeting shall be considered in order.
- Article 31      Subjects considered in meetings of the Nomination Committee may be discussed in the form of free speeches, but the order of meeting shall be maintained. Speakers must not use language which involves personal attacks or other insulting or threatening language.
- The presiding person of the meeting shall have the right to decide the discussion time.
- Article 32      At the meeting of the Nomination Committee, subjects are discussed in accordance with the rule of concentrated consideration and voting in order, that is, all proposals are voted one by one in order after consideration by all attending members.
- Article 33      If it is deemed necessary, the Nomination Committee may invite other persons in relation to the proposals of meeting to attend the meeting to provide information or opinions, but persons who are not members of the Nomination Committee shall not have voting rights on the proposals.
- Article 34      Members attending the meeting should consider the proposal in a serious and responsible manner and fully express their personal opinions. Members are responsible for their personal votes.

Article 35      The voting at regular and ad hoc meetings of the Nomination Committee shall be undertaken by show of hands. The order of voting shall be for, against and abstention. For the same proposal, each member attending the meeting can only vote once, and if a member has voted several times, the last vote shall be counted. Where a member also acts as a proxy for members to attend the meeting, if the vote decision of the appointor is the same as that of the proxy, raising his hand once shall be deemed as two votes; if the vote decision of the appointor is not the same as that of the proxy, he may raise his hand once according to his own decision and once according to the appointor's decision; if no specific indication is given by the proxy during voting, his decision shall be deemed to be the same as that of the appointor.

If the Nomination Committee makes a resolution of meeting by fax, voting shall be undertaken by signature.

The presiding person of the meeting shall count the voting results of each proposal and announce the results on site. The minutes taker of the meeting shall record the voting results.

Article 36      If necessary, with the consent of the Board, the Nomination Committee may engage intermediary institutions to provide professional advice for its decisions, and the costs shall be borne by the Company.

## **Chapter 6   Resolutions of Meetings and Minutes of Meetings**

Article 37      Each proposal on which a prescribed number of valid votes are cast shall become a resolution of the Nomination Committee upon announcement by the presiding person of the meeting.

Resolutions of the Nomination Committee shall come into effect upon signature by members present at the meeting. No amendment or change shall be made to the resolution of the Nomination Committee that have become effective without going through the legitimate procedures as provided by laws, regulations, the Articles of Association and these Terms of Reference.

Article 38      Members of the Nomination Committee or their designated staff of the office of the Board of the Company shall notify the Board of the Company the relevant resolutions of the meeting on the next day of the resolutions of the meeting at the latest.



- Article 39      Written documents of resolutions of the Nomination Committee are kept as Company files by the secretary to the Board of the Company. During the existence of the Company, the files shall be kept for at least ten years.
- Article 40      Members who participate in the voting on a resolution shall be jointly liable for compensation to the Company should such resolution of the Nomination Committee be in violation of laws, regulations or the Articles of Association and cause severe loss to the Company. However, if a member is proven to have cast his vote against such resolution and it was so recorded in the minutes of the meeting, he may be exempted from the liabilities.
- Article 41      Meetings of the Nomination Committee should have records of written minutes, the opinions of independent directors should be recorded in the meeting records, and the minutes taker shall be a staff of the office of the Board of the Company. Members present at the meeting and the minutes taker of the meeting should sign the minutes of the meeting. Members present at the meeting shall have the right to request an explanatory statement of their speeches at the meeting.
- Article 42      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 Nomination 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 43      Minutes of meetings of the Nomination Committee should include at least the following:
- (i)    Date, location and name of convener of the meeting;
  - (ii)   Name of persons present at the meeting, and specific note shall be made for a proxy;
  - (iii)   Agenda of the meeting;
  - (iv)   Main points of speeches by members;
  - (v)    Way of voting and results of each resolution or proposal (the voting results shall specify the number of votes of for, against or abstention);

- (vi) Other matters that should be described and recorded in the minutes of the meeting.

Article 44 Unless restricted by legal or regulatory provisions, the recommendations, proposals and voting results approved at the meeting of the Nomination Committee shall be reported to the Board of the Company in writing.

Article 45 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 7 Miscellaneous**

Article 46 Save for otherwise specified, phrases such as “more than” as mentioned in these Terms of Reference shall all include the number itself.

Article 47 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 48 These Terms of Reference shall come into effect on the date of being considered and approved by the Board. From the date on which these Terms of Reference comes into effect, the original Terms of Reference of the Nomination Committee of the Board of Directors of the Company shall automatically become invalid.

Article 49 The power of interpretation of these Terms of Reference belongs to the Board of the Company.