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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Lygend Resources & Technology Co., Ltd.**, you should at once hand the form of proxy of this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Lygend Resources & Technology Co., Ltd.
宁波力勤资源科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2245)

- (1) REPORT OF DIRECTORS FOR 2022;**
(2) REPORT OF THE SUPERVISORS FOR 2022;
(3) ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS FOR 2022;
(4) DUTY PERFORMANCE REPORT OF INDEPENDENT DIRECTORS FOR 2022;
(5) FINAL FINANCIAL REPORT FOR 2022 AND PROPOSED ANNUAL FINANCIAL BUDGET FOR 2023;
(6) PROPOSED PROFIT DISTRIBUTION PLAN FOR 2022;
(7) PROPOSED RE-APPOINTMENT OF AUDITORS FOR 2023;
(8) PROPOSED AMENDMENTS TO CERTAIN INTERNAL RULES AND REGULATIONS;
AND
(9) NOTICE OF 2022 ANNUAL GENERAL MEETING

Capitalized terms used in this cover page have the same meanings as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 4 to 9 of this circular. The notice convening the AGM of the Company to be held on 15 June 2023 at 2:00 p.m. at 10/F, Building C10, R&D Park, Lane 299, Guanghua Road, Yinzhou District, Ningbo City, Zhejiang Province, PRC is set out on pages 22 to 24 of this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the AGM (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

24 May 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the meanings set out below:

“2022 Annual Report”	the annual report of the Company for the year ended 31 December 2022, which has been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.lygend.com)
“AGM”	the annual general meeting to be held by the Company at 2:00 p.m. on 15 June 2023 at 10/F, Building C10, R&D Park, Lane 299, Guanghua Road, Yinzhou District, Ningbo City, Zhejiang Province, PRC
“Articles of Association”	the articles of association of the Company adopted on 31 December 2021, as amended from time to time
“Board” or “Board of Directors”	the board of Directors
“Company”	Lygend Resources & Technology Co., Ltd. (宁波力勤资源科技股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Stock Exchange (Stock Code: 2245)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Decision-making Rules for Connected Transactions”	the Decision-making Rules for Connected Transactions of Lygend Resources & Technology Co., Ltd.
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which (is)are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administration Region of the PRC

DEFINITIONS

“Independent Non-executive Director(s)” or “Independent Director(s)”	the independent non-executive director(s) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended and adopted by the Standing Committee of the eighth National People’s Congress on 29 December 1993 and effective on 1 July 1994, which was last amended and effective on October 26, 2018, as amended, supplemented or otherwise modified from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Rules for Independent Directors of Listed Companies”	the Rules for Independent Directors of Listed Companies [2022] No. 14 (《上市公司獨立董事規則[2022]14號》), issued by CSRC and effective on 5 January 2022
“Rules for the Management of External Guarantees”	the Rules for the Management of External Guarantees of Lygend Resources & Technology Co., Ltd.
“Rules of Procedure of the Board of Directors”	the Rules of Procedure of the Board of Directors of Lygend Resources & Technology Co., Ltd.
“Rules of Procedure of the Board of Supervisors”	the Rules of Procedure of the Board of Supervisors of Lygend Resources & Technology Co., Ltd.
“Rules of Procedure of General Meetings”	the Rules of Procedure of General Meetings of Lygend Resources & Technology Co., Ltd.
“Securities Law”	the Securities Law of the PRC (《中華人民共和國證券法》), revised and adopted by the Standing Committee of the Thirteenth National People’s Congress on 28 December 2019, which was last amended and effective on 1 March 2020, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising Unlisted Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Unlisted Share(s)”	comprising domestic shares and unlisted foreign shares of the Company, being ordinary share(s) issued by the Company and not listed on any stock exchange with a nominal value of RMB1.00 each, which are subscribed for and paid for in RMB by domestic investors (in relation to domestic shares) and which are subscribed for and paid for in a currency other than RMB by foreign investors (in relation to unlisted foreign shares)
“Working Rules for Independent Directors”	the Working Rules for Independent Directors of Lygend Resources & Technology Co., Ltd
“%”	per cent

LETTER FROM THE BOARD



Lygend Resources & Technology Co., Ltd. 宁波力勤资源科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2245)

Executive Directors:

Mr. CAI Jianyong (*Chairman*)
Mr. JIANG Xinfang
Ms. FEI Feng
Mr. CAI Jianwei
Mr. YU Weijun

Registered Office:

2/F, Mingchuang Building
No. 707 Tiantong South Road
Yinzhou District
Ningbo City, Zhejiang Province
PRC

Non-executive Director:

Mr. Lawrence LUA Gek Pong

Head office in the PRC:

10-11/F, Building C10, R&D Park
Lane 299, Guanghua Road
Yinzhou District
Ningbo City, Zhejiang Province
PRC

Independent Non-executive Directors:

Dr. HE Wanpeng
Ms. ZHANG Zhengping
Dr. WANG James Jixian

*Principal place of business
in Hong Kong:*

46/F, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

24 May 2023

To the Shareholders

Dear Sir or Madam,

- (1) REPORT OF DIRECTORS FOR 2022;
- (2) REPORT OF THE SUPERVISORS FOR 2022;
- (3) ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS FOR 2022;
- (4) DUTY PERFORMANCE REPORT OF INDEPENDENT DIRECTORS
FOR 2022;
- (5) FINAL FINANCIAL REPORT FOR 2022 AND PROPOSED ANNUAL
FINANCIAL BUDGET FOR 2023;
- (6) PROPOSED PROFIT DISTRIBUTION PLAN FOR 2022;
- (7) PROPOSED RE-APPOINTMENT OF AUDITORS FOR 2023;
- (8) PROPOSED AMENDMENTS TO CERTAIN INTERNAL RULES AND
REGULATIONS;
AND
- (9) NOTICE OF 2022 ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and the information reasonably necessary for making informed decisions in respect of the resolutions at the AGM in respect of, among other things, (i) report of the Directors for the year ended 31 December 2022, (ii) report of the Supervisors for the year ended 31 December 2022, (iii) the annual report and audited financial statements for the year ended 31 December 2022, (iv) duty performance report of the Independent Directors for 2022, (v) final financial report for 2022 and proposed annual financial budget for 2023, (vi) proposed profit distribution plan for 2022, (vii) proposed re-appointment of auditors for 2023 and (viii) proposed amendments to certain internal rules and regulations.

II. MATTERS TO BE RESOLVED AT THE AGM

1. *Report of Directors for the year ended 31 December 2022*

The text of the Report of Directors is set out in the section headed “Report of Directors” in the 2022 Annual Report. The Report of Directors for the year ended 31 December 2022 has been considered and approved by the Board on 31 March 2023. An ordinary resolution will be proposed at the AGM for consideration and approval.

2. *Report of Supervisors for the year ended 31 December 2022*

The text of the Report of Supervisors is set out in the section headed “Report of Supervisors” in the 2022 Annual Report. An ordinary resolution will be proposed at the AGM for consideration and approval.

3. *Annual Report and Audited Financial Statements for the year ended 31 December 2022*

The annual report and the audited financial statements for the year ended 31 December 2022 of the Company have been considered and approved by the Board on 31 March 2023. An ordinary resolution will be proposed at the AGM for consideration and approval. The annual report has been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.lygend.com) and despatched to the Shareholders.

4. *Duty performance report of the Independent Directors for 2022*

An ordinary resolution will be proposed at the AGM to consider and approve the duty performance report of the Independent Directors for 2022. Details of the aforesaid duty performance report of the Independent Directors are set out in Appendix I to this circular.

LETTER FROM THE BOARD

5. *Final Financial Report for 2022 and Proposed Annual Financial Budget for 2023*

Final Financial Report for 2022

An ordinary resolution will be proposed at the AGM to consider and approve the final financial report for 2022. The Company has appointed Ernst & Young, certified public accountants, to audit the Company's consolidated financial statements for the year ended 31 December 2022.

During the year ended 31 December 2022, the Company recorded an operating revenue of RMB18.29 billion, representing a year-on-year growth of 46.9%, and achieved a net profit attributable to shareholders of the listed company of RMB1.74 billion, representing a year-on-year growth of 57.8%. For details, please refer to the section headed "Independent Auditor's Report" in the 2022 Annual Report.

Proposed Annual Financial Budget for 2023

An ordinary resolution will be proposed at the AGM to consider and approve the annual financial budget for 2023.

After comprehensive consideration of the operation and development status, operational capacity and business objectives of the Company for 2023, it is estimated that an operating revenue of RMB28.48 billion will be recorded in 2023.

Important notice: The proposed annual financial budget for 2023 serves as the Company's internal management and control indicator for its operation plan and does not constitute a performance commitment or profit forecast made to investors' for 2023. Achievement of this indicator is affected by various factors including changes of market conditions and operational capability of management, and subject to great uncertainty. Investors should pay special attention to the investment risks.

6. *Proposed Profit Distribution Plan For 2022*

The profit distribution plan for 2022 has been considered and approved by the Board on 31 March 2023. An ordinary resolution will be proposed at the AGM for consideration and approval. The consolidated financial statements of the Company for the year ended 31 December 2022 have been audited by Ernst & Young. The Company's net profit attributable to equity holders of the parent company under the consolidated financial statements of the Company for 2022 amounted to approximately RMB1.74 billion.

LETTER FROM THE BOARD

Pursuant to relevant requirements of the PRC Company Law, the Securities Law and the Articles of Association, in line with the profit distribution policy determined by the Company, and taking into account factors such as significant investment plans and material cash expenditures in respect of the ongoing hydrometallurgy projects of the Company in the upcoming 12 months, the development of the Company, the listing progress of the Company and the long-term interests of the Shareholders, the profit distribution plan of the Company for 2022 is proposed as follows:

No final dividend will be distributed for 2022. There will be no conversion of capital reserves into share capital, and the remaining undistributed profit shall be carried forward to the following years.

Currently, various development and investment projects of the Company, including phase III of the hydrometallurgy project, phase II of the pyrometallurgy project and other related ancillary facilities, as well as other potential investments, are progressing in an orderly manner, the Board is of the view that it is necessary not to distribute a final dividend for 2022.

The undistributed profit of the Company for 2022 will be accumulated to the next year, which will be used to fulfill the capital needs from the rapid development of the Company, such as development of production capacity, project investment, research and development investment and purchase of raw materials, so as to promote the healthy development of the Company in the long run.

The Board is of the view that the non-distribution of a final dividend for 2022 will not prejudice the interests of the Company and the Shareholders.

7. Proposed Re-Appointment of Auditor for 2023

Ernst & Young Hua Ming LLP and Ernst & Young (collectively, “EY”) were appointed as the external auditors for 2022, responsible for providing the relevant audit and review services in accordance with China Standards on Auditing and International Financial Reporting Standards, respectively. In 2022, EY discharged their duties in accordance with the professional standards of independence, objectivity and impartiality and successfully completed the relevant audit and review.

An ordinary resolution will be proposed at the AGM to consider and approve the proposal for the reappointment of EY as the Company’s auditor for 2023 for a term until the conclusion of the next annual general meeting and to authorize the Board to fix its remuneration for 2023. Further information on the remuneration of the auditor will be provided at the next meeting of audit committee of the Company.

LETTER FROM THE BOARD

8. *Proposed Amendments to Certain Internal Rules and Regulations*

Pursuant to the requirements of the relevant laws and regulations of the Company such as the PRC Company Law, the Securities Law, the Listing Rules and the Articles of Association, and taking into account with the actual circumstances of the Company, the Company proposes to make amendments to certain internal rules and regulations of the Company, including the Decision-making Rules for Connected Transactions, the Rules for the Management of External Guarantees, the Working Rules for Independent Directors, the Rules of Procedure of General Meetings, the Rules of Procedure of the Board of Directors, and the Rules of Procedure of the Board of Supervisors.

An ordinary resolution will be proposed at the AGM to consider and approve the proposed amendments to the Decision-making Rules for Connected Transactions, the Rules for the Management of External Guarantees, the Working Rules for Independent Directors, the Rules of Procedure of General Meetings, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Board of Supervisors. The resolution on the proposed amendments to the aforementioned internal rules and regulations will take effect immediately upon consideration and approval by way of an ordinary resolution at the AGM. Details of the proposed amendments are set out in Appendix II to VII to this circular. The English translation of the proposed amendments is provided for reference only. In case of any discrepancy between the Chinese and the English versions, the Chinese version shall prevail.

III. 2022 AGM AND PROXY ARRANGEMENTS

The notice convening the AGM to be held on 15 June 2023 at 2:00 p.m. at 10/F, Building C10, R&D Park, Lane 299, Guanghua Road, Yinzhou District, Ningbo City, Zhejiang Province, PRC is set out on page 22 to 24 of this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular and published on the website of the Stock Exchange (www.hkexnews.hk). To be valid, the proxy form must be completed and signed in accordance with the instructions printed thereon and return it to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the AGM (for the H Share Shareholders); or for the Unlisted Share Shareholders of the Company, to the business address of the Company in the PRC, at 10-11/F, Building C10, R&D Park, Lane 299, Guanghua Road, Yinzhou District, Ningbo City, Zhejiang Province, PRC not less than 24 hours before the time appointed for the holding of the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. On a poll, every Shareholder present or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her/its name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes in the same manner.

LETTER FROM THE BOARD

IV. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 12 June 2023 to Thursday, 15 June 2023, both days inclusive. During such period, no transfer of the Company's H Shares will be registered. H Share Shareholders of the Company whose names appear on register of members of H Shares of the Company on Thursday, 15 June 2023 will be entitled to attend the AGM. In order to be eligible to attend and vote at the AGM, H Share Shareholders of the Company whose transfers of Shares have not been registered shall deposit the transfer documents together with the relevant share certificates with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 9 June 2023.

V. RECOMMENDATION

The Board is of the view that the resolutions set out in the notice of the AGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favour of the relevant resolutions to be proposed at the AGM.

VI. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of providing information with regard to the Company. The information in this circular relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, no other facts are omitted in this circular which would make any statement herein misleading insofar as it relates to the Company.

VII. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

By order of the Board
Lygend Resources & Technology Co., Ltd.
CAI Jianyong
Chairman and Executive Director

As the independent non-executive Directors of Lygend Resources & Technology Co., Ltd. (the “Company”), we performed the duties of Independent Directors in a diligent and responsible manner, and exercised our functions and powers independently and responsibly in strictly accordance with the provisions and requirements of the relevant laws, regulations and rules such as the PRC Company Law, the Securities Law, the Rules for Independent Directors of Listed Companies, the Articles of Association and the Working Rules for Independent Directors of the Company. We paid attention to the Company’s development and gave full play to the independent role of Independent Directors. Our major works in 2022 were as follows:

I. BASIC INFORMATION OF INDEPENDENT DIRECTORS

The first session of the Board of the Company comprised a total of three Independent Directors, namely Dr. HE Wanpeng, Ms. ZHANG Zhengping and Dr. WANG James Jixian.

Dr. HE Wanpeng (何萬篷), aged 49, was appointed as a Director on 7 December 2021 and was redesignated as an independent non-executive Director on 16 December 2021. Dr. He is responsible for providing independent advice to the Board. Dr. He is a renowned policy researcher in China. He has served as the dean and chief researcher of Shanghai Research Center for Emerging Industries in the Foreshore (上海前灘新興產業研究院) since 2016, primarily engaged in providing solutions for government departments and enterprise groups. He was a vice-dean and chief professional researcher of regional economics of Shanghai Fuka Economic Forecasting Research Institute Co., Ltd. (上海福卡經濟預測研究所有限公司), a company engaged in research planning and consultation on various topics in the field of social sciences.

Ms. ZHANG Zhengping (張爭萍), aged 43, was appointed as a Director on 7 December 2021 and was redesignated as an independent non-executive Director on 16 December 2021. Ms. Zhang is responsible for providing independent advice to the Board. Ms. Zhang is a notable individual in the field of tax. Since July 2000, Ms. Zhang has worked at Ningbo Zhengyuan Tax Agent Co., Ltd. (寧波正源稅務師事務所有限公司), focusing on providing tax advice, consulting, auditing, verification, training and due diligence and other intermediary services. She is currently a senior project manager and shareholder of Ningbo Zhengyuan Tax Agent Co., Ltd., a company based in Yinzhou, Ningbo and engaged in providing tax-related services. In 2014, she was nominated as one of the Leading Talents of the National Registered Tax Agent Industry (全國註冊稅務師行業高端人才).

Dr. WANG James Jixian (王緝憲), aged 69, was appointed as a Director on 7 December 2021 and was redesignated as an independent non-executive Director on 16 December 2021. Dr. Wang is responsible for providing independent advice to the Board. Based in Hong Kong, Dr. Wang is a specialist in transport geography and has served as a research director of the Belt & Road Hong Kong Center and Bay Area Hong Kong Center since October 2019. He was also a member of the expert advisory panel of the “Hong Kong 2030+: Towards a Planning Vision and Strategy Transcending 2030” study conducted by the Planning Department of the Government of HKSAR. Dr. Wang had 24 years of teaching and research experience as an

assistant lecturer, assistant professor and associate professor at the department of geography of the University of Hong Kong from 1993 to 2017. He was also a visiting associate professor at the department of management science of City University of Hong Kong. Dr. Wang specialized in transport geography with a research focus in port development, port-city relations and public transport in China.

II. PERFORMANCE OF DUTIES OF INDEPENDENT DIRECTORS

Dr. HE Wanpeng, Ms. ZHANG Zhengping and Dr. WANG James Jixian were appointed as the Directors of the Company on 7 December 2021 and were redesignated as Independent Directors on 16 December 2021.

Upon appointment, as the Independent Directors, we actively participated in the works of the Board of the Company and performed our duties diligently during 2022. We advised on and participated in the consideration of the relevant resolutions within our capacity for the successful listing of the Company on the Hong Kong Stock Exchange. During 2022, we participated in the seventh, eighth, ninth and tenth meeting of the first session of the Board, during which we considered the resolutions in relation to the issuance and listing of the shares of the Company and its operation, received training for directors conducted by solicitors in Hong Kong as well as trainings with materials on anti-corruption and bribery conducted by the Hong Kong Stock Exchange.

Before amendments	After amendments
<p>1.4</p> <p>All connected transactions of the group companies shall be identified due to the following reasons, including:</p> <ul style="list-style-type: none"> • ensuring that the transaction terms are fair and reasonable, and acceptable to the regulatory authorities and investors; <p>.....</p> <ul style="list-style-type: none"> • helping the Company to identify various connected transactions and make application to the stock exchange for a waiver from compliance with the shareholders' approval and disclosure requirements under the Listing Rules at the time when the Company's H Shares were listed. 	<p>1.4</p> <p>All connected transactions of the group companies shall be identified due to the following reasons, including:</p> <ul style="list-style-type: none"> • ensuring that the transaction terms are fair and reasonable, and acceptable to the regulatory authorities and investors; <p>.....</p>
<p>6.2</p> <p>The risk control and legal department and financial management department of the Company are primarily responsible for the approval of the Company's connected transactions and the works in relation to the basis of disclosure.</p>	<p>6.2</p> <p>The risk control and legal department and financial management department, together with the securities affairs department, of the Company are primarily responsible for the approval of the Company's connected transactions and the works in relation to the basis of disclosure.</p>
<p>6.3</p> <p>The risk control and legal department of the Company is responsible for documenting and updating the list of connected persons of the Company and reporting to the board of directors in a timely manner.</p>	<p>6.3</p> <p>The securities affairs department is responsible for the Company's daily information disclosure business, and has the responsibility for the following works in relation to connected transactions:</p> <ul style="list-style-type: none"> (a) responsible for documenting and updating the list of connected persons of the Company; (b) information disclosure on connected transactions which have undergone approval procedures in accordance with the regulatory requirements; (c) participation in the formulation and revision of management measures for connected transactions.

Before amendments	After amendments
<p>6.4</p> <p>The risk control and legal department is responsible for the Company's daily information disclosure business, and has the responsibility for the following works in relation to connected transactions:</p> <p>(a) reporting to the directors and senior management of the Company, and informing all departments of the Company (including controlled subsidiaries and branches, similarly hereinafter) of the regulatory rules and requirements in relation to connected transactions;</p> <p>(b) making recommendations and opinions on the approval and disclosure procedures of connected transactions based on the connected transaction data and information provided by all departments of the Company and in accordance with the regulatory requirements of overseas listing places;</p> <p>(c) information disclosure on connected transactions which have undergone approval procedures in accordance with the regulatory requirements;</p> <p>(d) participation in the formulation and revision of management measures for connected transactions and contract drafting.</p>	<p>6.4</p> <p>The risk control and legal department has the responsibility for the following works in relation to connected transactions:</p> <p>(a) making recommendations and opinions on the approval and disclosure procedures of connected transactions based on the connected transaction data and information provided by all departments of the Company and in accordance with the regulatory requirements of overseas listing places;</p> <p>(b) participation in the formulation and revision of management measures for connected transactions and contract drafting.</p>
<p>7.4</p> <p>These rules shall take effect and be implemented upon the consideration and passing at the general meeting from the date of listing and trading of the Company's overseas-listed foreign shares on the stock exchange.</p>	<p>7.4</p> <p>These rules shall take effect and be implemented upon the consideration and passing at the general meeting.</p>

Before amendments	After amendments
<p>Article 3</p> <p>The Company's external guarantee management implements multi-auditing system, the relevant departments of the Company involved include:</p> <p>The finance department will make a preliminary assessment and daily management for the Company's external guarantees, be responsible for receiving and preliminarily assessing the guarantee application submitted by all guaranteed persons as well as the daily management and continuous risk control of external guarantee; the Board Office is responsible for compliance review of external guarantee, organizing and performing the approval procedures of the Board or the general meeting.</p>	<p>Article 3</p> <p>The Company's external guarantee management implements multi-auditing system, the relevant departments of the Company involved include:</p> <p>The finance department will make a preliminary assessment and daily management for the Company's external guarantees, be responsible for receiving and preliminarily assessing the guarantee application submitted by all guaranteed persons as well as the daily management and continuous risk control of external guarantee; the Board Office is responsible for compliance review of external guarantee, organizing and performing the approval procedures of the Board or the general meeting in accordance with the requirements of the Hong Kong Listing Rules.</p>
<p>Article 5</p> <p>When undertaking an external guarantee, the Company shall request the counterparty to provide a counter-guarantee, while the party providing the counter-guarantee shall possess practical affordability and the counter-guarantee is enforceable.</p>	<p>Article 5</p> <p>When undertaking guarantee to non-controlled subsidiaries, the Company shall request the counterparty to provide a counter-guarantee, while the party providing the counter-guarantee shall possess practical affordability and the counter-guarantee is enforceable.</p> <p>The Company may request the counterparty to provide a counter-guarantee for guarantee to its controlled subsidiaries.</p>

Before amendments	After amendments
<p>Article 6</p> <p>Any external guarantee of the Company shall be submitted to the Board or general meeting of the Company for consideration; and external guarantees which shall be considered and approved at a general meeting of the Company must be considered and approved by the Board of the Company before it is submitted to the general meeting for consideration and approval.</p> <p>When the Board considers the matters related to the external guarantee of the Company, it shall be passed by a majority of all the directors of the Board and the consent of more than two-thirds of the directors present at the Board meeting; when the general meeting of the Company considers the matters related to the external guarantee of the Company, it shall be approved by more than half of the voting rights held by shareholders present at the general meeting.</p>	<p>Article 6</p> <p>Any guarantee to non-controlled subsidiaries of the Company shall be submitted to the Board or general meeting of the Company for consideration; and external guarantees which shall be considered and approved at a general meeting of the Company must be considered and approved by the Board of the Company before it is submitted to the general meeting for consideration and approval.</p> <p>When the Board considers the matters related to the external guarantee of the Company, it shall be passed by a majority of all the directors of the Board and the consent of more than two-thirds of the directors present at the Board meeting; when the general meeting of the Company considers the matters related to the external guarantee of the Company, it shall be approved by more than half of the voting rights held by shareholders present at the general meeting.</p> <p>The guarantees to wholly-owned subsidiaries of the Company, which are not discloseable transactions under the Hong Kong Listing Rules, may be considered and handled by the general manager's office meeting authorized by the Board.</p> <p>The guarantees to the controlled subsidiaries of the connected subsidiaries of the Company shall be submitted to the Board for consideration if they are non-exempt connected transactions under Chapter 14A of the Hong Kong Listing Rules; and whether to submit them to the general meeting for consideration shall be determined in accordance with relevant provisions.</p>

Before amendments	After amendments
<p>Article 11</p> <p>The Board Office shall organize implementation of the approval procedures at the Board meeting or general meeting after the application for guarantee has passed the compliance review according to the relevant requirements of the Articles of Association and the Hong Kong Listing Rules.</p>	<p>Article 11</p> <p>The Board Office shall organize implementation of the necessary approval procedures after the application for guarantee has passed the compliance review according to the relevant requirements of the Articles of Association and the Hong Kong Listing Rules.</p>
<p>Article 27</p> <p>The Rules shall come into effect and be implemented from the date when the overseas listed foreign shares issued by the Company are listed and traded on The Stock Exchange of Hong Kong Limited after being considered and approved at the general meeting, and the amendments of which shall come into effect and be implemented upon consideration and approval at the general meeting.</p>	<p>Article 27</p> <p>The Rules shall come into effect and be implemented after being considered and approved at the general meeting, and the amendments of which shall come into effect and be implemented upon consideration and approval at the general meeting.</p>

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORKING
RULES FOR INDEPENDENT DIRECTORS**

Before amendments	After amendments
<p>Article 14</p> <p>The Rules shall come into effect and be implemented from the date when the overseas listed foreign shares issued by the Company are listed and traded on The Stock Exchange of Hong Kong Limited after being considered and approved at the general meeting, and the amendments of which shall come into effect and be implemented upon consideration and approval at the general meeting.</p>	<p>Article 14</p> <p>The Rules shall come into effect and be implemented after being considered and approved at the general meeting, and the amendments of which shall come into effect and be implemented upon consideration and approval at the general meeting.</p>

Before amendments	After amendments
<p>Article 5</p> <p>An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(I) the number of directors is less than the number required by the Company Law or less than two-thirds of the number stipulated in the Articles of Association;</p> <p>.....</p> <p>(VI) (VI) any other circumstances as provided for by laws, administrative regulations, departmental rules, listing rules of the place where the Company's shares are listed or the Articles of Association.</p>	<p>Article 5</p> <p>An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(II) the number of directors is less than the number required by the Company Law or less than two-thirds of the number stipulated in the Articles of Association;</p> <p>.....</p> <p>(VI) any other circumstances as provided for by laws, administrative regulations, departmental rules, listing rules of the place where the Company's shares are listed or the Articles of Association.</p>
<p>Article 17</p> <p>The Company shall give reasonable notice in writing to the shareholders of a general meeting. The convener shall give 21 days' prior notice of an annual general meeting, and 15 days' prior notice of an extraordinary meeting by way of written announcement. In determining the commencement date and the period, the date on which the meeting is held and the date on which the notice is given shall not be included. A business day as aforesaid means a day on which the Hong Kong Stock Exchange is open for business for dealing in securities.</p>	<p>Article 17</p> <p>The Company shall give reasonable notice in writing to the shareholders of a general meeting. The convener shall give 21 days' prior notice of an annual general meeting, and 15 days' prior notice of an extraordinary meeting by way of written announcement. The issuer shall provide its shareholders with any material information on the subject matter to be considered at a general meeting that comes to the directors' attention after the circular is issued. The issuer must provide the information either in a supplementary circular or by way of an announcement in accordance with Rule 2.07C of the Listing Rules not less than 10 business days before the date of the relevant general meeting to consider the subject matter. In determining the commencement date and the period, the date on which the meeting is held and the date on which the notice is given shall not be included. A business day as aforesaid means a day on which the Hong Kong Stock Exchange is open for business for dealing in securities.</p>

Before amendments	After amendments
<p>Article 23</p> <p>All the shareholders in the register of members or their proxies on the date of the general meeting shall have the right to attend the general meeting and to vote in accordance with the relevant laws, regulations, listing rules of the place where the Company's shares are listed and these Articles of Association. Shareholders are entitled to speak and vote at general meetings unless specific shareholders are required by the Hong Kong Listing Rules to abstain from voting on specific matters.</p>	<p>Article 23</p> <p>All the shareholders in the register of members or their proxies on the date of the general meeting shall have the right to attend the general meeting and to vote in accordance with the relevant laws, regulations, listing rules of the place where the Company's shares are listed and these Articles of Association. Shareholders are entitled to speak and vote at general meetings unless specific shareholders are required by the Hong Kong Listing Rules to abstain from voting on specific matters.</p>
<p>Article 33</p> <p>The directors, supervisors and senior management shall make response to and give explanations to the inquiries made by shareholders at a general meeting.</p>	<p>Delete</p> <p>Notice: The amendment to this article only removes semantic duplication, and the provisions on how to respond to shareholder inquiries are retained.</p>
<p>Article 61</p> <p>The Rules shall come into effect from the date when the overseas listed foreign shares (H shares) issued by the Company are listed and traded on the Hong Kong Stock Exchange after being approved at the general meeting.</p>	<p>Article 60</p> <p>The Rules shall come into effect after being approved at the general meeting.</p>

Before amendments	After amendments
Article 2 The board of directors shall establish an office for handling the day-to-day affairs of the board of directors.	Article 2 The board of directors shall establish an office as a general office for handling the day-to-day affairs of the board of directors.
Article 34 (IV) The Rules shall be established and interpreted by the board of directors of the Company, and shall come into effect from the date when the overseas listed foreign shares (H shares) issued by the Company are listed and traded on the Hong Kong Stock Exchange after being approved at the general meeting.	Article 34 (IV) The Rules shall be established and interpreted by the board of directors of the Company, and shall come into effect after being approved at the general meeting.

**APPENDIX VII PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE BOARD OF SUPERVISORS**

Before amendments	After amendments
<p>Article 2</p> <p>The Board of Supervisors shall establish an office for handling the day-to-day affairs of the Board of Supervisors.</p>	<p>Article 2</p> <p>The Board of Supervisors shall establish an office as a general office for handling the day-to-day affairs of the Board of Supervisors.</p>
<p>Article 5</p> <p>Before giving notice of convening a regular meeting of the Board of Supervisors, the office of the Board of Supervisors shall solicit proposals for the meeting from all supervisors and spend at least two days to seek opinions from the employees of the Company. When soliciting proposals and seeking opinions, the office of the Board of Supervisors shall explain that the Board of Supervisors focuses on the supervision of the regulated operation of the Company and the act of duties of the directors and senior management rather than on decisions on the operation and management of the Company.</p>	<p>Article 5</p> <p>Before giving notice of convening a regular meeting of the Board of Supervisors, the office of the Board of Supervisors shall solicit proposals for the meeting from all supervisors. When soliciting proposals and seeking opinions, the office of the Board of Supervisors shall explain that the Board of Supervisors focuses on the supervision of the regulated operation of the Company and the act of duties of the directors and senior management rather than on decisions on the operation and management of the Company.</p>
<p>Article 23</p> <p>(IV) The Rules shall come into effect from the date when the overseas listed foreign shares (H shares) issued by the Company are listed and traded on the Hong Kong Stock Exchange after being approved at the general meeting.</p>	<p>Article 23</p> <p>(IV) The Rules shall come into effect after being approved at the general meeting.</p>

NOTICE OF 2022 ANNUAL GENERAL MEETING



Lygend Resources & Technology Co., Ltd. 宁波力勤资源科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2245)

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Lygend Resources & Technology Co., Ltd. (the “Company”) will be held at 2:00 p.m. on 15 June 2023 (or any adjournment thereof) at 10/F, Building C10, R&D Park, Lane 299, Guanghua Road, Yinzhou District, Ningbo City, Zhejiang Province, PRC, to consider and, if thought fit, pass the following resolutions. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 24 May 2023.

ORDINARY RESOLUTIONS

1. To consider and approve the report of the directors of the Company for the year ended 31 December 2022.
2. To consider and approve the report of the supervisors of the Company for the year ended 31 December 2022.
3. To consider and approve the annual report of the Company for the year ended 31 December 2022 and the audited consolidated financial statements of the Company for the year ended 31 December 2022.
4. To consider and approve the duty performance report of the Independent Directors for 2022.
5. To consider and approve the final financial report for 2022 and the proposed annual financial budget for 2023.
6. To consider and approve the profit distribution plan for 2022.
7. To consider and approve the proposed re-appointment of EY, certified public accountants as the auditor of the Company for 2023 and authorize the Board to fix its remuneration.
8. To consider and approve the proposed amendments to the Decision-making Rules for Connected Transactions.
9. To consider and approve the proposed amendments to the Rules for the Management of External Guarantees.

NOTICE OF 2022 ANNUAL GENERAL MEETING

10. To consider and approve the proposed amendments to the Working Rules for Independent Directors.
11. To consider and approve the proposed amendments to the Rules of Procedure of General Meetings.
12. To consider and approve the proposed amendments to the Rules of Procedure of the Board of Directors.
13. To consider and approve the proposed amendments to the Rules of Procedure of the Board of Supervisors.

By order of the Board
Lygend Resources & Technology Co., Ltd.
CAI Jianyong
Chairman and Executive Director

PRC, 24 May 2023

As at the date of this notice, the executive Directors are Mr. CAI Jianyong, Mr. JIANG Xinfang, Ms. FEI Feng, Mr. CAI Jianwei and Mr. YU Weijun; the non-executive Director is Mr. Lawrence LUA Gek Pong; the independent non-executive Directors are Dr. HE Wanpeng, Ms. ZHANG Zhengping and Dr. WANG James Jixian.

NOTICE OF 2022 ANNUAL GENERAL MEETING

Notes:

1. The voting at the AGM will be conducted by way of poll.
2. For the purpose of determining the eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 12 June 2023 to Thursday, 15 June 2023, both days inclusive. During such period, no transfer of the Company's H Shares will be registered. Holders of the H Shares of the Company whose names appear on register of members of H Shares of the Company on Thursday, 15 June 2023 will be entitled to attend the AGM. In order to be eligible to attend and vote at the AGM, H Share Shareholders of the Company whose transfers of Shares have not been registered shall deposit the transfer documents together with the relevant share certificates with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 9 June 2023.
3. Each Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his or her behalf. A proxy needs not be a Shareholder.
4. Ordinary resolution at a general meeting shall be passed by one half or above of the voting rights held by shareholders (including their proxies) attending the general meeting. Special resolution at a general meeting shall be passed by two-thirds or above of the voting rights held by shareholders (including their proxies) attending the general meeting.
5. The form of proxy must be signed by the Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a corporation, the instrument must be either under its common seal or signed by the director or his/her attorney duly authorized. If the instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
6. In order to be valid, the form of proxy of the H Share Shareholders together with the power of attorney or other authorization document (if any) signed by the authorized person or notarially certified power of attorney must be deposited at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; or for the Unlisted Share Shareholders of the Company, to the business address of the Company in the PRC, at 10-11/F, Building C10, R&D Park, Lane 299, Guanghua Road, Yinzhou District, Ningbo City, Zhejiang Province, PRC, not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the AGM if he/she so wishes.
7. The AGM is expected to last for no more than half a day. Shareholders or their proxies attending the meeting are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the meeting shall produce their identity documents.
8. All times refer to Hong Kong local time, except as otherwise stated.