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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)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Lygend Resources & Technology Co., Ltd. (the “Company”) will be held on Tuesday, 21 May 2024 at 10:00 a.m. (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 29 April 2024.

ORDINARY RESOLUTIONS

1. To consider and approve the report of the directors of the Company for the year ended 31 December 2023.
2. To consider and approve the report of the supervisors of the Company for the year ended 31 December 2023.
3. To consider and approve the annual report of the Company for the year ended 31 December 2023 and the audited consolidated financial statements of the Company for the year ended 31 December 2023.
4. To consider and approve the duty performance report of the Independent Directors for 2023.
5. To consider and approve the final financial report for 2023 and the proposed annual financial budget for 2024.
6. To consider and approve the profit distribution plan for 2023.
7. To consider and approve the proposed re-appointment of Ernst & Young Hua Ming LLP and Ernst & Young, certified public accountants as the auditor of the Company for 2024 and authorize the Board to fix their remuneration.
8. To consider and approve the remuneration of the directors, supervisors and senior management of the Company for 2024.

9. To consider and approve the proposed bank credit line applications of the Company for 2024.

SPECIAL RESOLUTIONS

10. To consider and approve the proposed amendments to the Articles of Association.
11. To consider and approve the provision of guarantees by the Company and/or its subsidiaries for 2024.
12. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

The General Mandate for the Repurchase of H Shares

- (a) subject to paragraphs (b) and (c) below, the Board be and is hereby authorized to exercise all the powers of the Company to repurchase the H Shares in issue of the Company on the Stock Exchange during the Relevant Period (as defined in paragraph (e) below), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the PRC, the Stock Exchange or any other governmental or regulatory bodies.
- (b) the total number of H Shares of the Company authorised to be repurchased subject to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of the H Shares in issue (excluding any Treasury Shares) of the Company as at the date of the passing of this resolution.
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution at the AGM of the Company to be held on 21 May 2024 with the same terms (except for this sub-paragraph (c)(i)) as the resolutions passed at the H Share Class Meeting and the Unlisted Share Class Meeting to be convened separately for such purpose; and
 - (ii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 246 of the articles of association of the Company (the “Articles of Association”).
- (d) the Board be hereby authorised to:
 - (i) where applicable, make such amendments to the Articles of Association accordingly as it thinks fit so as to reduce the registered share capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares as contemplated in paragraph (a) above; and

- (ii) where applicable, file the amended Articles of Association with the relevant governmental authorities of the PRC.
- (e) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of the three periods below:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of a 12-month period following the passing of this resolution; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting.

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

The PRC, 29 April 2024

As at the date of this notice, the executive Directors are Mr. CAI Jianyong, 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.

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 Thursday, 16 May 2024 to Tuesday, 21 May 2024, both days inclusive. During such period, no transfer of the Company's H Shares will be registered. H Share Shareholders whose names appear on register of members of the Company on Tuesday, 21 May 2024 will be entitled to attend the AGM. In order to be eligible to attend and vote at the AGM, H Share Shareholders 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 Tuesday, 14 May 2024.
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 need not be a Shareholder.
4. An 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. A 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, 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.