

Lygend Resources & Technology Co., Ltd.

Terms of Reference of the Nomination Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 Lygend Resources & Technology Co., Ltd. (the “Company”) establishes the Nomination Committee of the board of directors (the “Committee”) and formulates these Terms of Reference in order to regulate the selection and appointment of the Company’s directors and management, optimize the composition of the board of directors of the Company (the “Board”), implement its talent development and utilization strategy and improve its corporate governance structure in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Rules Governing the Listing of Securities on the Shenzhen Stock Exchange (the “SZSE Listing Rules”), Guidelines of Self-Regulatory Regulations for Listed Companies on the Shenzhen Stock Exchange No. 1 — Standardized Operation of the Companies Listed on the Main Board (the “Regulatory Guidelines No. 1 – Standard Operation”), and other relevant regulations, as well as the Articles of Association of Lygend Resources & Technology Co., Ltd. (the “Articles of Association”).

Article 2 The Committee is a special committee under the Board to review and make recommendations on the candidates, selection criteria and procedures of directors and senior management of the Company, to review the structure, size and composition of the Board, and to assess the independence of independent non-executive directors, and is directly accountable to the Board of the Company.

Chapter 2 Composition

Article 3 The members of the Committee shall consist of three or more directors, of which a majority shall be independent directors (independent non-executive directors).

Article 4 The members of the Committee shall be nominated by the Chairman of the Board, more than one-half of the independent non-executive directors, or one-third of all the directors, and shall be elected by the Board.

Article 5 The Committee shall have a chairman (convenor), who shall be an independent director (independent non-executive director), and the chairman shall be responsible for presiding over the work of the Committee; the chairman shall be elected from among the members of the Committee and reported to the Board of Directors for approval.

Article 6 The term of office of the Committee shall be the same as that of the Board, eligible for reappointment if re-elected upon expiry of term. If any member ceases to hold office as a director during the period, he/she shall automatically lose his/her membership, and the Board of Directors shall add a new member in accordance with the Articles of Association and these Terms of Reference.

If an independent director (independent non-executive director) who is a member of the Committee resigns or is relieved of his/her duties as a result of the circumstances under which he/she is prohibited from acting as an independent director (independent non-executive director) as stipulated in the “Regulations on the Administration of Independent Directors of Listed Companies” etc., and as a result of such resignation or relieving himself/herself of his/her duties, the ratio of independent directors (independent non-executive directors) in the board of directors or committees fails to comply with the relevant regulations, the provisions in these Terms of Reference or the Articles of Association, the Company shall complete the by-election within sixty days from the date of occurrence of the aforesaid.

Article 7 The chairman of the Committee is responsible for providing information about nominees, preparing the Committee meetings and implementing relevant resolutions of the Committee.

Chapter 3 Duties and Authorities

Article 8 Main duties and authorities of the Committee include:

1. to propose the terms of service of directors and senior officers of the Company, to handle the process of candidate nomination, to form resolutions for submission to the Board for consideration which, upon adoption, forms the basis for evaluating candidates for directorship;
2. to review, at least annually, the structure, size and composition (including in terms of skills, knowledge and experience) of the Board, assist the Board in maintaining a Board skills matrix, and to make recommendations on any proposed changes to the Board to align with the Company’s strategy;
3. to develop and maintain a Board diversity policy and oversee its implementation, periodically review the diversity policy and disclose it or a summary thereof in the Corporate Governance Report, review and discuss any necessary revisions, and make recommendations to the Board for approval. Board diversity may be considered based on a number of factors (including, but not limited to, gender, age, culture and educational background or professional experience), taking into account the Company’s circumstances (such as the Board’s business strategy and the skills, experience and diversity of perspectives required of current directors), but the Board should not be exclusively consisted of one gender;
4. to identify individuals suitably qualified to serve as directors and to select or advise the Board on the nomination of such individuals to serve as directors;
5. to assess the independence of independent directors (independent non-executive director);
6. to make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive;

7. to support the Company's regular evaluation of the performance of the Board;
8. other matters as provided by laws, administrative regulations, the requirements of the CSRC and the Articles of Association of the Company; and
9. such other matters as may be authorized by the Board and as otherwise addressed by relevant laws and regulations.

Article 9 The proposals of the Committee shall be submitted to the Board for consideration and decision. If they are required to be considered by the general meeting of shareholders in accordance with laws and regulations (including the rules governing the securities of the place where the Company's shares are listed) and other regulatory documents or the Articles of Association, they shall be submitted to the general meeting of shareholders for consideration and approval after being approved by the Board.

Article 10 The Committee shall report regularly to the Board and its chairman shall report its decisions or recommendations to the Board at the next Board meeting following the Committee's meeting, unless the Committee is prevented from doing so by legal or regulatory restrictions (such as restrictions on disclosure due to regulatory requirements).

Article 11 The Committee is authorized by the Board to act under its terms of reference and may obtain any information it requires from employees of the Company; all employees shall cooperate upon the request of the Committee.

Article 12 The Committee shall seek independent professional advice as it deems necessary at the Company's expense.

Article 13 The Committee shall be provided with sufficient resources by the Company to perform its duties.

Article 14 The Committee shall, in accordance with relevant laws and regulations, the listing rules of the place where the Company's shares are listed, the Company's Board diversity policy and the provisions of the Articles of Association, study the terms of service, selection procedures and term of office of the Company's directors and senior management in light of the actual situation of the Company, form resolutions and submit to the Board for consideration.

Chapter 4 Rules of Procedure

Article 15 The Committee shall hold regular meetings at least once a year or as frequently as required by other regulatory provisions applicable to the Company from time to time. The Committee may hold ad hoc meetings as needed and upon the request of member(s) of the Committee. The chairman of the Committee shall give at least three days' prior notice and send the agenda and all relevant meeting documents to all members in a timely manner. The meeting shall be chaired by the chairman of the Committee, who may delegate another member (an independent director (independent non-executive director)) to chair the meeting if he/she is unable to do so.

Article 16 A meeting of the Committee shall be held with the attendance of more than two-thirds of the members, including at least one independent director (independent non-executive director); Each member has one vote; resolutions made at a meeting must be passed by a majority of all members.

Article 17 The meeting of the Committee may be held on site or by means of communication, and the voting shall be by ballot.

Article 18 When deemed necessary, the Committee may invite directors, senior management and heads of relevant departments to attend the meetings.

Article 19 If any member of the Committee has an interest in the matters discussed at the meeting (e.g. (i) any resolution regarding his or her own appointment, including the determination or variation of its terms; and (ii) the termination of his or her own appointment), he/she shall abstain from discussion and voting. If no effective agreement can be formed from discussion due to such abstention, relevant matters shall be considered directly by the Board.

Article 20 The procedures for convening meetings, the voting methods and the resolutions passed at the meetings of the Committee shall comply with relevant laws and regulations, the listing rules of the place where the Company's shares are listed, the Articles of Association and these Terms of Reference.

Article 21 The Committee shall make minutes of its meetings, recording the following contents: date, time, venue, chairperson and attendees of the meeting, agenda of the meeting, and voting results of each matter. Complete minutes shall be kept by the relevant staff of the board office. Draft and final versions of the minutes shall be sent to all members of the Committee within a reasonable period of time after the meeting. The first draft is for the comments of the members and the final draft is for their records. The minutes shall record in sufficient detail the matters considered and decisions reached at the meeting, and shall include any doubts raised or objections expressed by the members.

Article 22 The resolutions and voting results of the Committee meetings shall be reported in writing to the Board.

Article 23 All persons attending the meeting shall be obligated to keep the matters discussed thereat confidential and shall not disclose relevant information without authorization.

Article 24 If the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for its non-adoption in a resolution of the Board of Directors and disclose the same.

Chapter 5 Supplementary Provisions

Article 25 These Terms of Reference, approved by the Board by resolution, shall become effective and be implemented from the date when the Company completes its initial public offering and listing of A shares on the Main Board.

Article 26 Any matter not covered in these Terms of Reference shall be subject to the relevant state laws, regulations, regulatory documents and listing rules of the place where the Company's shares are listed and the provisions of the Articles of Association; in the event of inconsistency between these Terms of Reference and the relevant laws, regulations, regulatory documents and listing rules of the place where the Company's shares are listed or the provisions of the Articles of Association, the latter shall prevail.

Article 27 The Board shall be responsible for the interpretation of and amendment to these Terms of Reference.

Article 28 The Committee shall disclose its terms of reference, explain its role and the powers delegated by the Board on the website of the Stock Exchange and the website of the Company.

Article 29 These Terms of Reference are written in Chinese, and in case of any discrepancy between the version in any other language and the Chinese version, the Chinese version shall prevail.

Lygend Resources & Technology Co., Ltd.
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