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If you have sold or transferred all your shares in **Lygend Resources & Technology Co., Ltd.**, you should at once hand 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) APPLICATION FOR THE H SHARE FULL CIRCULATION
(2) PROPOSED GRANT OF AUTHORIZATION TO THE BOARD
AND ITS DELEGATED PERSONS TO HANDLE ALL MATTERS
RELATING TO THE H SHARE FULL CIRCULATION
AND
(3) NOTICE OF EXTRAORDINARY 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 3 to 7 of this circular. The notice convening the EGM of the Company to be held on 24 July 2024 at 10:00 am at 10/F, Building C10, R&D Park, Lane 299, Guanghua Road, Yinzhou District, Ningbo City, Zhejiang Province, PRC is set out on pages 9 to 10 of this circular.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions published 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 EGM (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish. For the avoidance of doubt, holders of Treasury Shares, if any, shall abstain from voting at the Company's general meeting.

4 July 2024

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DEFINITIONS

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

“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
“Chairman”	the chairman of the Board
“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)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting to be held by the Company at 10:00 am on 24 July 2024 at 10/F, Building C10, R&D Park, Lane 299, Guanghua Road, Yinzhou District, Ningbo City, Zhejiang Province, PRC
“General Manager”	a general manager 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
“H Share Full Circulation”	the application by the Company for the proposed conversion of no more than 47,077,941 Unlisted Shares into H Shares and the listing and circulation of such Shares on the Main Board of the Stock Exchange
“H Share Shareholder(s)”	holder of H Share(s)
“Hong Kong”	the Hong Kong Special Administration Region of the PRC

DEFINITIONS

“Latest Practicable Date”	3 July 2024, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“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
“Treasury Share(s)”	has the meaning ascribed to it under the Listing Rules
“Unlisted Share(s)”	comprising domestic 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
“Unlisted Share Shareholder(s)”	holder(s) of Unlisted Share(s)
“%”	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*)

Ms. FEI Feng

Mr. CAI Jianwei

Mr. YU Weijun

Non-executive Director:

Mr. Lawrence LUA Gek Pong

Independent Non-executive Directors:

Dr. HE Wanpeng

Ms. ZHANG Zhengping

Dr. WANG James Jixian

Registered Office:

2/F, Mingchuang Building

No. 707 Tiantong South Road

Yinzhou District

Ningbo City, Zhejiang Province

PRC

Head office in the PRC:

10-11/F, Building C10

R&D Park, Lane 299

Guanghua Road

Yinzhou District

Ningbo City, Zhejiang Province

PRC

Principal place of business

in Hong Kong:

46/F, Hopewell Centre

183 Queen's Road East

Wan Chai

Hong Kong

4 July 2024

To the Shareholders

Dear Sir or Madam,

**(1) APPLICATION FOR THE H SHARE FULL CIRCULATION
(2) PROPOSED GRANT OF AUTHORIZATION TO THE BOARD
AND ITS DELEGATED PERSONS TO HANDLE ALL MATTERS
RELATING TO THE H SHARE FULL CIRCULATION
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM and the information reasonably necessary for making informed decisions in respect of the resolutions at the EGM in respect of, among other things, (i) application for the H Share Full Circulation; and (ii) proposed grant of authorization to the Board and its delegated persons to handle all matters relating to the H Share Full Circulation.

LETTER FROM THE BOARD

II. MATTERS TO BE RESOLVED AT THE EGM

Special Resolutions

1. Application for the H Share Full Circulation

On 4 July 2024, the Board considered and approved the proposed conversion of no more than 47,077,941 Unlisted Shares in aggregate into H Shares. Upon obtaining all relevant approvals and filings (including filing with the CSRC and the approval of the Stock Exchange) and having complied with all applicable laws, rules and regulations, such Unlisted Shares shall be converted into H Shares and the Company will apply for the listing of, and permission to deal in, such H Shares on the Main Board of the Stock Exchange (the “**Conversion and Listing**”). The Board proposes to seek approval from the Shareholders at the EGM, by way of special resolution, for the H Share Full Circulation. Details of the H Share Full Circulation are set out in Appendix I to this circular.

As of the Latest Practicable Date, the Company has not applied to the CSRC for the H Share Full Circulation and details of the implementation plan of the H Share Full Circulation and the Conversion and Listing have not been finalized. The Company will make further announcement(s) on the progress of the H Share Full Circulation and the Conversion and Listing in accordance with the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and/or the requirements of the Listing Rules.

The H Share Full Circulation and the Conversion and Listing are subject to other relevant procedures as required by the CSRC, the Stock Exchange and other domestic and overseas regulatory authorities. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

2. Proposed Grant of Authorization to the Board and its Delegated Persons to Handle All Matters relating to the H Share Full Circulation

The Shareholders who applied for the H Share Full Circulation (the “**H Share Full Circulation Shareholder(s)**”) have agreed to authorize the Board and/or its delegated persons to apply to the CSRC, the Stock Exchange and other relevant regulatory authorities for the H Share Full Circulation and be responsible for dealing with all matters related to the H Share Full Circulation.

LETTER FROM THE BOARD

The Board proposes to seek approval from the Shareholders at the EGM to grant authorization to the Board and its delegated persons (unless otherwise authorized by the Board, such delegated persons shall be Ms. FEI Feng, an executive Director of the Company) to handle all matters in relation to the H Share Full Circulation at their sole discretion. The specific scope of authorization includes but is not limited to:

- (1) formulating, implementing and adjusting the specific plan for the H Share Full Circulation in accordance with the implementation rules, new regulations, guidance opinions, national policies formulated by the competent authorities and the review opinions or requirements of the relevant regulatory authorities on the matters relating to the H Share Full Circulation on the basis of the full circulation plan determined by the Company;
- (2) dealing with the reporting matters in relation to the H Share Full Circulation, including but not limited to preparing, producing, modifying, signing, supplementing, submitting, reporting, implementing and announcing the related documents and other legal documents in relation to the H Share Full Circulation in accordance with the requirements of the relevant regulatory authorities, and signing, modifying, supplementing, submitting, reporting and implementing various legal documents in relation to the H Share Full Circulation on behalf of the Shareholders;
- (3) being responsible for obtaining and handling all the matters in relation to all filings, approvals and permits from the CSRC, the Stock Exchange and/or any other relevant domestic and overseas authorities for the H Share Full Circulation, handling the cross-border transfer registration and overseas centralized depository procedures for the unlisted Shares, foreign exchange registration procedures and listing on the Main Board of the Stock Exchange in accordance with the relevant laws and regulations and the authorized/approved plan; and
- (4) taking all necessary actions on behalf of the Shareholders within the scope permitted by laws and regulations and the Articles of Association, and based on the authorization of the Shareholders, to decide and handle all other matters related to H Share Full Circulation.

The abovementioned authorization shall remain valid and effective for 12 months from the date on which the resolution for the proposed grant of authorization to the Board and its delegated persons to handle matters relating to the H Share Full Circulation has been considered and approved by the Shareholders at the EGM. In the event that a H Share Full Circulation Shareholder extends the term of authorization granted under the relevant power of attorney, the term of the abovementioned authorization shall be extended accordingly.

LETTER FROM THE BOARD

III. EGM AND PROXY ARRANGEMENTS

The notice of the EGM is set out on pages 9 to 10 of this circular. The EGM will be held on 24 July 2024 at 10:00 am at 10/F, Building C10, R&D Park, Lane 299, Guanghua Road, Yinzhou District, Ningbo City, Zhejiang Province, PRC, for the Shareholders to consider and, if thought fit, approve, amongst other things, (i) application for the H Share Full Circulation; and (ii) proposed grant of authorization to the Board and its delegated persons to handle all matters relating to the H Share Full Circulation.

A form of proxy for use by the Shareholders at the EGM 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 published 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 EGM (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 EGM.

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.

IV. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 19 July 2024 to Wednesday, 24 July 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 H Shares of the Company on Wednesday, 24 July 2024 will be entitled to attend the EGM. In order to be eligible to attend and vote at the EGM, 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 Thursday, 18 July 2024.

LETTER FROM THE BOARD

V. RECOMMENDATION

The Board is of the view that the resolutions set out in the notice of the EGM 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 EGM.

By order of the Board
Lygend Resources & Technology Co., Ltd.

CAI Jianyong
*Chairman, General Manager and
Executive Director*

Details of the plan of the H Share Full Circulation are as follows:

1. SCOPE OF SHARES THAT CAN BE APPLIED FOR CONVERSION INTO H SHARES

All domestic shares of the Company.

2. THE INTENTION OF THE APPLICATION FOR THE H SHARE FULL CIRCULATION

As at the Latest Practicable Date, the total share capital of the Company is 1,555,931,350 shares, which consists of 503,616,350 H Shares and 1,052,315,000 Unlisted Shares, accounting for 32.37% and 67.63% of the total share capital the Company, respectively, and the Company has no Treasury Shares.

After communication with all Shareholders holding Unlisted Shares, as of the Latest Practicable Date, no more than 47,077,941 Unlisted Shares were intended for the application for the H Share Full Circulation, which account for up to 4.47% of the Unlisted Shares and 3.03% of the total share capital of the Company (excluding Treasury Shares, if any). Upon completion of the H Share Full Circulation, the total number of H shares of the Company shall become 550,694,291 Shares, accounting for 35.39% of the total share capital of the Company (excluding Treasury Shares, if any). Holders of Unlisted Shares intending to participate in the H Share Full Circulation include Ningbo Litai Enterprise Management Partnership (Limited Partnership), Ningbo Yangcheng Enterprise Management Partnership (Limited Partnership) and Ms. XIE Wen.

3. COMPLETION TIME OF THE H SHARE FULL CIRCULATION

The Company will complete the H Share Full Circulation as and when appropriate upon the completion of the filing procedures of CSRC and within 12 months after the passing of the relevant resolution(s) of the H Share Full Circulation at the EGM.

4. CONDITIONS OF THE H SHARE FULL CIRCULATION

The H Share Full Circulation is subject to the fulfilment of the following conditions precedent:

- (1) the approval of the proposed H Share Full Circulation having been obtained at the EGM;
- (2) the authorization from the Shareholders to the Board having been obtained at the EGM;
- (3) the completion of the filing procedures in relation to this H Share Full Circulation of the relevant administrative and regulatory authority (i.e. the CSRC); and
- (4) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, all the H shares converted from the H Share Full Circulation.

NOTICE OF EXTRAORDINARY 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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Lygend Resources & Technology Co., Ltd. (the “**Company**”) will be held at 10:00 am on 24 July 2024 (or any adjournment thereof) at 10/F, Building C10, R&D Park, Lane 299, Guanghai 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 4 July 2024.

SPECIAL RESOLUTIONS

1. To consider and approve the application for the H Share Full Circulation by the Company.
2. To consider and approve the grant of authorization to the Board of Directors and its delegated persons to handle all matters relating to the H Share Full Circulation.

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

The PRC, 4 July 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The voting at the EGM will be conducted by way of poll.
2. For the purpose of determining the eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 19 July 2024 to Wednesday, 24 July 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 H Shares of the Company on Wednesday, 24 July 2024 will be entitled to attend the EGM. In order to be eligible to attend and vote at the EGM, 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 Thursday, 18 July 2024.
3. Each Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his or her behalf. A proxy needs 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 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 EGM 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 EGM if he/she so wishes.
7. The EGM 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.