



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)

22 November 2024

To the Independent Shareholders

Dear Sir or Madam,

**(1) REVISION OF ANNUAL CAP FOR AND RENEWAL OF
CONTINUING CONNECTED TRANSACTIONS
(2) PROPOSED ELECTION OF NEW SESSION OF
THE BOARD OF DIRECTORS
(3) PROPOSED ELECTION OF NEW SESSION OF
THE BOARD OF SUPERVISORS
(4) PROPOSED PURCHASE OF LIABILITY INSURANCE
AND
(5) NOTICE OF EXTRAORDINARY GENERAL MEETING**

We refer to the circular dated 22 November 2024 issued by the Company to the Shareholders (the “**Circular**”) of which this letter forms part. Unless the context otherwise requires, terms defined in the Circular shall have the same meanings when used herein.

We have been appointed by the Board to form the Independent Board Committee to consider and advise the Independent Shareholders as to whether each of the Connected Agreements are entered into in the ordinary and usual course of business of the Group, and whether the terms of each of the Connected Agreements and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. Grand Moore has been appointed to act as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Connected Agreements and the transactions contemplated thereunder.

Your attention is also drawn to (i) the letter from the Board, as set out at pages 8 to 34 of the Circular; and (ii) the letter from Grand Moore to the Independent Board Committee and the Independent Shareholders which contains its recommendations and the principal factors taken into account in arriving at the recommendations in respect of the Connected Agreements and the transactions contemplated thereunder, as set out at pages 37 to 70 of the Circular.

Having taken into account the terms of the Connected Agreements and the advice from Gram Capital, we are of the opinion that the entering into of each of the Connected Agreements is in the ordinary and usual course of business of the Group, the terms of each of the Connected Agreements and the transactions contemplated thereunder are on normal commercial terms and are fair and reasonable, and the entering into each of the Connected Agreements is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM in relation to the Connected Agreements and the transactions contemplated thereunder.

Yours faithfully,

The Independent Board Committee of
Lygend Resources & Technology Co., Ltd.



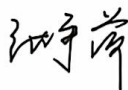
HE Wanpeng
*Independent non-executive
Director*

ZHANG Zhengping
*Independent non-executive
Director*

WANG James Jixian
*Independent non-executive
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