
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this prospectus.

“Accountants’ Report”	the accountants’ report of our Company, the text of which is set out in Appendix IA to this prospectus
“affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong (formerly known as the Financial Reporting Council of Hong Kong)
“Articles of Association” or “Articles”	the articles of association of our Company adopted on December 31, 2021 and which will become effective upon the Listing Date, as amended from time to time, a summary of which is set out in Appendix VI to this prospectus
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“CAGR”	compound annual growth rate
“Capital Market Intermediaries” or “capital market intermediary(ies)” or “CMI(s)”	the capital market intermediaries participating in the Global Offering and has the meaning ascribed thereto under the Listing Rules
“CBL”	Contemporary Brunp Lygend Co., Ltd. (寧波普勤時代有限公司), a limited liability company established in the PRC on October 19, 2020 in which our Company indirectly holds a 30.0% interest
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct participant or a general clearing participant

DEFINITIONS

“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS EIPO”	the application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by (i) instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, or (ii) if you are an existing CCASS Investor Participant, giving electronic application instructions through the CCASS Internet System (https://ip.ccass.com) or through the CCASS Phone System (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input electronic application instructions for CCASS Investor Participants through HKSCC’s Customer Service Center by completing an input request
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this prospectus and for geographical reference only, Hong Kong, Macau and Taiwan
“CIC”	China Insights Industry Consultancy Limited, our industry consultant, which is an Independent Third Party
“CIC Report”	an industry report issued by CIC, containing an analysis of the global and China nickel industry, as referred to in the section headed “Industry Overview” in this prospectus
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Lygend Resources & Technology Co., Ltd. (宁波力勤资源科技股份有限公司) (formerly known as Ningbo Lygend International Trade Co., Ltd. (宁波力勤国际贸易有限公司), Ningbo Lygend Mining Co., Ltd. (宁波力勤矿业有限公司) and Lygend Resources & Technology Co., Ltd. (宁波力勤资源科技开发有限公司)), a limited liability company established in the PRC on January 5, 2009 and converted into a joint stock limited liability company on September 16, 2021
“Controlling Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules and, unless the context otherwise requires, refers to Mr. Cai, Lygend Investment, Ms. Xie Wen (謝雯) and Ningbo Lizhan
“COVID-19”	coronavirus disease 2019
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“Domestic Shares”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid for in RMB by domestic investors and are not listed on any stock exchange
“EIT”	enterprise income tax
“Employee Incentive Platforms”	Ningbo Litai, Ningbo Yangcheng, Ningbo Xinpan and Ningbo Yufeng, which are each Shareholders of our Company
“Extreme Conditions”	Any extreme conditions or events, the occurrence of which will cause interruption to the ordinary course of business operations in Hong Kong and/or that may affect the Price Determination Date or the Listing Date
“Feng Yi” or “Pre-IPO Investor”	Feng Yi Pte. Ltd., a private limited company incorporated in Singapore on June 14, 2021 and our Pre-IPO Investor, details of

DEFINITIONS

	which is set out in the subsection headed “History, Development and Corporate Structure — Establishment and Major Shareholding Changes of our Company — (5) Pre-IPO Investment” in this prospectus
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Green Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group”, “our Group”, “we”, “our” or “us”	our Company and its subsidiaries from time to time or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the entities which carried on the business of the present Group at the relevant time
“H Share(s)”	overseas listed foreign shares in the share capital of our Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollars and are to be listed on the Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“HJF”	PT Halmahera Jaya Feronikel, a limited liability company established under the laws of Indonesia on December 12, 2019, and directly held as to 36.9% by our Company
“HK\$” or “Hong Kong dollar(s)”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Bwhale”	Hong Kong Blue Whale International Limited (formerly known as Hong Kong Lygend International Limited), a limited company incorporated under the laws of Hong Kong on March 29, 2016 and a subsidiary wholly-owned by our Company
“Hong Kong Offer Shares”	the 23,254,800 H Shares being initially offered for subscription in the Hong Kong Public Offering, subject to reallocation

DEFINITIONS

“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated November 18, 2022 relating to the Hong Kong Public Offering and entered into by, among other parties, our Company, the Joint Sponsors, the Joint Global Coordinators and the Hong Kong Underwriters
“HPL”	PT Halmahera Persada Lygend, a limited liability company established under the laws of Indonesia on July 27, 2018, and directly and indirectly held as to 54.9% by our Company
“HPAL project”	a nickel product smelting project on the Obi Island, phases I-II of which are operated by HPL and phase III of which is operated by ONC
“IAS”	International Accounting Standards
“IASB”	International Accounting Standards Board
“IDR”	Indonesian rupiah, the lawful currency of Indonesia
“IFRS”	International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board and the International Accounting Standards and interpretation issued by the International Accounting Standards Board
“Independent Third Party(ies)”	any entity or person who is not a connected person of our Company or an associate of such person within the meaning ascribed to it under the Listing Rules
“Indonesia”	the Republic of Indonesia
“Indonesian Partner”	PT Trimegah Bangun Persada, a limited liability company established under the laws of Indonesia and a substantial shareholder of certain non-wholly owned subsidiaries of our Company, together with its associates

DEFINITIONS

“International Offer Shares”	the 209,292,800 H Shares being initially offered in the International Offering together with, where relevant, any additional H Shares which may be issued by us pursuant to the exercise of the Over-allotment Option, subject to reallocation
“International Offering”	the offer of the International Offer Shares at the Offer Price outside the United States in offshore transactions in accordance with Regulation S
“International Underwriters”	a group of international underwriters, led by the Joint Global Coordinators, that is expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering, which is expected to be entered into by, among other parties, our Company, the Joint Global Coordinators and the International Underwriters on or about the Price Determination Date
“Jiangsu Facilities”	Our manufacturing facilities in Suqian, Jiangsu Province, China
“Jiangsu Wisdom”	Jiangsu Wisdom Industrial Co., Ltd. (江蘇惠然實業有限公司), a limited liability company established in the PRC on March 21, 2011 and a wholly-owned subsidiary of our Company
“JLL”	Jones Lang LaSalle Corporate Appraisal and Advisory Limited, the independent property valuer commissioned by us to conduct a valuation on the property interests held by our Group
“Joint Bookrunners”	the joint bookrunners as named in the “Directors, Supervisors and Parties Involved in the Global Offering” section of this prospectus
“Joint Global Coordinators”	the joint global coordinators as named in the “Directors, Supervisors and Parties involved in the Global Offering” section of this prospectus
“Joint Lead Managers”	the joint lead managers as named in the “Directors, Supervisors and Parties involved in the Global Offering” section of this prospectus
“Joint Sponsors”	China International Capital Corporation Hong Kong Securities Limited and CMB International Capital Limited
“KPS”	PT Karunia Permai Sentosa, a limited liability company established under the laws of Indonesia on November 26, 2021, and indirectly held as to 65.0% by our Company

DEFINITIONS

“Latest Practicable Date”	November 14, 2022, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Lida Logistics”	Ningbo Leda International Logistics Co., Ltd. (寧波勵達國際物流有限公司), a limited liability company established in the PRC March 17, 2021 and a subsidiary wholly-owned by our Company
“Listing”	the listing of the H Shares on the Main Board of the Stock Exchange
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about December 1, 2022, on which the H Shares are listed on the Stock Exchange and from which dealings in the H Shares first commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“LME”	the London Metal Exchange, a futures and forwards exchange
“Lygend Investment”	Zhejiang Lygend Investment Co., Ltd. (浙江力勤投資有限公司), a limited liability company established in the PRC on April 19, 2010 controlled by Mr. Cai, and one of our Controlling Shareholders
“Lygend Shanghai”	Shanghai Lygend International Trade Co., Ltd. (上海力勤國際貿易有限公司), a limited liability company established in the PRC on June 11, 2018 and a subsidiary wholly-owned by our Company
“Lygend Singapore”	Lygend Resources Pte. Ltd., a private limited company incorporated under the laws of Singapore on August 16, 2018 and a subsidiary wholly-owned by our Company
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange

DEFINITIONS

“Mandatory Provisions”	the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》), as amended, supplemented or otherwise modified from time to time, for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas (including Hong Kong), which were promulgated by the former Securities Commission of the State Council (國務院證券委員會) and the former State Commission for Restructuring the Economic Systems (國家經濟體制改革委員會) on August 27, 1994
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Cai”	Mr. Cai Jianyong (蔡建勇), our founder, one of our executive Directors, chairman of the Board and one of our Controlling Shareholders
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“New EIT Law”	Enterprise Income Tax Law of the People’s Republic of China (中華人民共和國企業所得稅法) effective from January 1, 2008 as amended on December 29, 2018, and as amended, supplemented or otherwise modified from time to time
“Ningbo Huiran”	Ningbo Lygend Wisdom Co., Ltd. (寧波力勤惠然貿易有限公司), a limited liability company established in the PRC on June 7, 2017 and a wholly-owned subsidiary of our Company
“Ningbo Litai”	Ningbo Litai Enterprise Management Partnership (Limited Partnership) (寧波勵泰企業管理合夥企業 (有限合夥)), a limited partnership established in the PRC on November 29, 2021, of which Ms. Fei Feng (費鳳) is the general partner, and one of our Employee Incentive Platforms
“Ningbo Lizhan”	Ningbo Lizhan Trade Co., Ltd. (寧波勵展貿易有限公司), a limited liability company established in the PRC on July 30, 2021 and one of our Controlling Shareholders, which is in turn wholly-owned by Lygend Investment, another one of our Controlling Shareholders
“Ningbo Xinpan”	Ningbo Xinpan Enterprise Management Partnership (Limited Partnership) (寧波鑫盼企業管理合夥企業 (有限合夥)), a limited partnership established in the PRC on November 29, 2021, of which Ms. Fei Feng (費鳳) is the general partner, and one of our Employee Incentive Platforms

DEFINITIONS

“Ningbo Yangcheng”	Ningbo Yangcheng Enterprise Management Partnership (Limited Partnership) (寧波揚承企業管理合夥企業 (有限合夥)), a limited partnership established in the PRC on November 29, 2021, of which Ms. Fei Feng (費鳳) is the general partner, and one of our Employee Incentive Platforms
“Ningbo Yufeng”	Ningbo Yufeng Enterprise Management Partnership (Limited Partnership) (寧波禹豐企業管理合夥企業 (有限合夥)), a limited partnership established in the PRC on November 29, 2021, of which Ms. Fei Feng (費鳳) is the general partner, and one of our Employee Incentive Platforms
“Nomination Committee”	the nomination committee of the Board
“NPC”	National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“Obi Island”	the largest island among a group of islands in the Indonesian province of North Maluku, the place where our Company’s HPAL project and RKEF project are located
“Obi projects”	HPAL project and RKEF project
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.005% and AFRC transaction levy of 0.00015%)
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares together with, where relevant, any additional H Shares which may be issued by us pursuant to the exercise of the Over-allotment Option
“ONC”	PT OBI Nickel Cobalt, a limited liability company established under the laws of Indonesia on August 26, 2021, and indirectly held as to 60.0% by our Company
“Over-allotment Option”	the option expected to be granted by us to the International Underwriters, exercisable by the Overall Coordinators (on behalf of the International Underwriters), pursuant to which we may be required to allot and issue up to an aggregate of 34,882,000 H Shares at the Offer Price to cover over-allocations in the International Offering, if any

DEFINITIONS

“Overall Coordinators”	China International Capital Corporation Hong Kong Securities Limited and CMB International Capital Limited
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“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 December 29, 1993 and effective on July 1, 1994, which was last amended and became effective on October 26, 2018, as amended, supplemented or otherwise modified from time to time
“PRC GAAP”	the PRC Accounting Standards and Accounting Regulations for Business Enterprises (《中國企業會計準則》) promulgated by the MOF on February 15, 2006 and its supplementary regulations, as amended, supplemented or otherwise modified from time to time
“PRC Government” or “State”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“PRC Legal Advisor”	Zhejiang T&C Law Firm, our legal adviser on PRC laws
“Pre-IPO Investment”	the investment in our Company undertaken by the Pre-IPO Investor, the details of which are set out in the section headed “History, Development and Corporate Structure” in this prospectus
“Pre-IPO Share Incentive Scheme”	the pre-IPO share incentive scheme adopted by our Company on October 20, 2021, the principal terms of which are set out in the section headed “Statutory and General information — D. Share Incentive Scheme” in Appendix VII to this prospectus
“Price Determination Agreement”	the agreement to be entered into between our Company and the Overall Coordinators (for themselves and on behalf of the Underwriters) at or about the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or about November 24, 2022, on which the Offer Price will be determined and, in any event, not later than November 30, 2022

DEFINITIONS

“Property Valuation Report”	the text of a letter and valuation certificate from Jones Lang LaSalle Corporate Appraisal and Advisory Limited, as set out in Appendix III to this prospectus
“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Persons”	the Joint Sponsors, the Joint Global Coordinators, the Overall Coordinators, the Joint Bookrunners, the Underwriters, any of their or our Company’s respective directors, officers or representatives or any other person involved in the Global Offering
“Remuneration Committee”	the remuneration committee of the Board
“RKEF project”	a nickel product smelting project on the Obi Island, phase I of which is operated by HJF and phase II of which is operated by KPS
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Stock Exchange, Shanghai Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shanghai
“Share(s)”	share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, comprising our Unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of the Shares
“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Stock Exchange, Shenzhen Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shenzhen

DEFINITIONS

“Singapore”	the Republic of Singapore
“SOE”	state-owned enterprise
“Special Regulations”	Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定), promulgated by the State Council on August 4, 1994
“Stabilizing Manager”	China International Capital Corporation Hong Kong Securities Limited
“State Council”	State Council of the People’s Republic of China (中華人民共和國國務院)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	member(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of our Company
“Track Record Period”	the period comprising the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“Unlisted Foreign Shares”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid for in a currency other than RMB by foreign investors and are not listed on any stock exchange
“Unlisted Shares”	Domestic Shares and Unlisted Foreign Shares
“U.S.” or “United States”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, supplemented or modified from time to time, and the rules and regulations promulgated thereunder
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency of the United States

DEFINITIONS

“VAT”	value added tax
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of the White Form eIPO Service Provider at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Xiangxiang Enterprise”	Suqian Xiangxiang Enterprise Co., Ltd (宿遷翔翔實業有限公司), a limited liability company established in the PRC on September 22, 2003, which is currently a wholly-owned subsidiary of Lygend Investment, one of our Controlling Shareholders
“Xi’an Pengyuan”	Xi’an Pengyuan Metallurgical Equipment Co., Ltd. (西安鵬遠冶金設備有限公司), a limited liability company established in the PRC on February 20, 2017 and directly held as to 70.0% by our Company

In this prospectus, the terms “associate”, “close associate”, “connected person”, “connected subsidiary”, “core connected person”, “connected transaction”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.