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NAN NAN RESOURCES ENTERPRISE LIMITED

南南資源實業有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1229)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Nan Nan Resources Enterprise Limited (the “**Company**”) will be held at United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 9 September 2020 at 11:30 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION

“THAT:

the entry into of the Transfer Agreement (as defined in the circular of the Company dated 19 August 2020, the “**Circular**”) and the Transaction (as defined in the Circular) contemplated thereunder be and are hereby approved, authorised, confirmed and ratified in all respects;

any one or more of the director(s) of the Company (the “**Director(s)**”) be and is/are hereby authorised for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company thereon) any such other documents, instruments and agreements and to do all such acts or things as may be deemed by him/her/them in his/her/their absolute discretion to be necessary or incidental to, ancillary to or in connection with the Transfer Agreement and the Transaction contemplated thereunder; and

any action(s) taken by any Director(s) in connection with or contemplated by the Transfer Agreement and the Transaction prior to the date of this resolution be and is(are) hereby approved, confirmed, ratified and adopted in all respects as fully as if such action(s) had been presented to for approval, and approved by, the shareholders of the Company (the “Shareholders”) prior to such action(s) being taken.”

By order of the Board
Nan Nan Resources Enterprise Limited
Kwan Man Fai
Chairman & Managing Director

Hong Kong, 19 August 2020

Notes:

1. A member of the Company entitled to attend and vote at the SGM convened by the above notice (the “SGM”) is entitled to appoint a proxy or, if he is a holder of more than one share, proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the SGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time for the holding of the SGM or adjourned SGM.
4. In order to attend the SGM to be held on Wednesday, 9 September 2020, all transfer of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company’s branch share registrar in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Thursday, 3 September 2020.
5. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The ordinary resolution as set out above will be voted by way of poll.
7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:30 a.m. on the date of the SGM, the SGM will be postponed. The Company will post an announcement on the website of the Company at www.nannanlisted.com and on the website of the Stock Exchange at www.hkexnews.hk to notify its Shareholders of the date, time and place of the rescheduled SGM.

As at the date of this announcement, the Board comprises three executive directors, namely Mr. Kwan Man Fai, Mr. Wang Xiangfei and Mr. Wong Sze Wai; three independent non-executive directors, namely Dr. Wong Man Hin Raymond, Mr. Chan Yiu Fai Youdey and Mr. Pak Wai Keung Martin; and one alternate Director, namely Mr. Wang Xiaoyao (alternate to Mr. Wang Xiangfei).