



**NAN NAN RESOURCES
ENTERPRISE LIMITED**
南南資源實業有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 1229)

**FORM OF PROXY FOR SPECIAL GENERAL MEETING TO BE HELD ON 7 MARCH 2017
(OR ANY ADJOURNMENT THEREOF)**

I/We ^(Note 1) _____
of _____
being the registered holder(s) ^(Note 2) _____ shares
of HK\$0.10 each (the "Share(s)") in the capital of Nan Nan Resources Enterprise Limited (the "Company") HEREBY APPOINT ^(Note 3)
the chairman of the meeting or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting (or at any adjournment thereof)
("SGM") of the Company to be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday,
7 March 2017 at 11:30 a.m. for the purposes of considering and, if thought fit, passing the resolution as set out in the notice of SGM as
hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
<p>the entry into of the 3rd Deed of Amendment (as defined in the circular to the shareholders of the Company dated 17 February 2017), a copy of which has been produced to this meeting marked "A" and signed by the chairman of this meeting for identification purpose, the transactions contemplated thereunder (including the 3rd Extension) and the execution of the 3rd Deed of Amendment and any documents and agreements incidental thereto under the common seal of the Company by any director of the Company on behalf of the Company, be and are hereby confirmed, approved, authorised and ratified in all respect; and</p> <p>any director of the Company (under hand or under seal) 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 to) 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 matters contemplated in the 3rd Deed of Amendment and the transactions contemplated thereunder (including the 3rd Extension) or otherwise in relation to the 3rd Deed of Amendment and the matters and the transactions contemplated thereunder (including the 3rd Extension).</p>		

Dated this _____ day of _____ 2017.

Signature(s) ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this proxy form will be deemed to relate to all such Shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, please delete the words "the chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATIONS MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy need not be a member of the Company but must attend the SGM (or any adjournment thereof) in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK ("✓") THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote(s) or abstain at his / her discretion. Your proxy will also be entitled to vote or abstain at his / her discretion on any resolution properly put to the SGM other than that referred to in the notice convening the SGM.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders, any one of such joint holders may attend and vote at the SGM, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the SGM, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- In order to be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, 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 holding of the SGM or adjourned meeting thereof.
- Completion and return of this proxy form will not preclude you from attending and voting 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.