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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 a special general meeting (the “SGM”) of Nan Nan Resources Enterprise Limited (the “Company”) will 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 purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company. Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 17 February 2017 (the “Circular”).

ORDINARY RESOLUTION

“THAT:

the entry into of the 3rd Deed of Amendment (as defined in the Circular), 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

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).”

By Order of the Board
Nan Nan Resources Enterprise Limited
Kwan Man Fai
Executive Director

Hong Kong, 17 February 2017

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy or, if a member is a holder of more than one share, proxies to attend and vote instead of him/her. 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 meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting 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 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 meeting or adjourned meeting.
4. Completion and return of the form of proxy will not preclude a member from attending and voting at the meeting (or any adjournment thereof) if he/she/it so wish and in such event, his/her/its form of proxy will be deemed to have been revoked.
5. The ordinary resolution as set out above will be voted by way of poll.
6. If a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning signal is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at www.nannanlisted.com and on the HKExnews website at www.hkexnews.hk to notify the members of the Company of the date, time and place of the adjourned meeting thereof.

As at the date of this notice, the Board comprises three executive Directors, namely Ms. Lo Fong Hung, Mr. Wang Xiangfei and Mr. Kwan Man Fai and three independent non-executive Directors, namely Mr. Wong Man Hin, Raymond, Mr. Lam Ka Wai, Graham and Mr. Chan Yiu Fai, Youdey.