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Rosan Resources Holdings Limited

融信資源控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 578)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 14 DECEMBER 2017

Reference is made to the circular of Rosan Resources Holdings Limited (the “**Company**”) dated 28 November 2017 (the “**Circular**”) in relation to, inter alia, the Acquisition Agreement and the Subscription Agreements and the transactions contemplated thereunder. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular, unless defined otherwise.

The Board wishes to announce that the ordinary resolutions (the “**Resolutions**”) as set out in the notice of SGM contained in the Circular were duly passed by the Shareholders by way of poll at the SGM held at 11:00 a.m. on 14 December 2017.

POLL RESULTS OF THE SGM

The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the purpose of vote-taking at the SGM. The poll results of the Resolutions are as follows:

ORDINARY RESOLUTIONS		Number of votes (%)	
		FOR	AGAINST
(1)	To approve, confirm and/or ratify (as the case may be) the Subscription Agreement A and all transactions contemplated thereunder or in relation thereto. (“ Resolution 1 ”)	93,254,117 (99.99%)	13,374 (0.01%)
(2)	To approve the allotment and issue of the Consideration Shares pursuant to the Acquisition Agreement. (“ Resolution 2 ”)	235,329,117 (99.99%)	13,374 (0.01%)
(3)	To approve the allotment and issue of the Subscription Shares B pursuant to the Subscription Agreement B. (“ Resolution 3 ”)	235,329,117 (99.99%)	13,374 (0.01%)
(4)	To generally and specifically authorize the Directors to allot and issue the Subscription Shares A, the Subscription Shares B and the Consideration Shares (collectively, the “ New Shares ”) (the “ Specific Mandate ”). The Specific Mandate will expire on 5 March 2018. (“ Resolution 4 ”)	93,254,117 (99.99%)	13,374 (0.01%)
(5)	To authorize the Directors to allot and issue the New Shares. (“ Resolution 5 ”)	93,254,117 (99.99%)	13,374 (0.01%)
(6)	To authorize any one of the Directors to execute all documents and to do all such things and take all such other steps which, in his/her opinion, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated in and for completion of the Acquisition Agreement and the Subscription Agreements, including, without limitation, the allotment and issue of the New Shares and to agree to such variation, amendment or waiver in relation thereto which are, in the opinion of the Directors, in the interest of the Company. (“ Resolution 6 ”)	93,254,117 (99.99%)	13,374 (0.01%)

As at the date of the SGM, (i) Mr. Bao held 675,000 Shares; and (ii) Retop held 141,400,000 Shares. Pursuant to the Listing Rules, each of Mr. Bao and Retop was required to, and did, abstain from voting on Resolutions 1, 4, 5 and 6 at the SGM. Save as disclosed above, none of the Shareholders were required to abstain from voting to approve the Resolutions at the SGM.

As at the date of the SGM, the total number of Shares in issue was 712,673,692 Shares. As for Resolutions 2 and 3, there were a total number of 712,673,692 Shares, representing the entire issued share capital of the Company as at the date of the SGM, entitling holders thereof to attend and vote on such resolutions. As for Resolutions 1, 4, 5 and 6, there were a total number of 570,598,692 Shares, representing 80.06% of the issued share capital of the Company as at the date of the SGM, entitling holders thereof to attend and vote on such resolutions. Save as disclosed above, there were no Shares in the Company entitling any Shareholder to attend and abstain from voting in favour of the Resolutions as set out in Rule 13.40 of the Listing Rules. Save as disclosed above, there was no party who had stated his/her/its intention in the Circular to vote against the Resolutions or to abstain from voting at the SGM.

The number and percentage of votes are based on the total number of shares of the Company voted by the Shareholders at the SGM in person or by proxy. As more than 50% of the votes were cast in favour of the Resolutions, all the Resolutions were duly passed as ordinary resolutions of the Company at the SGM.

By order of the Board
Rosan Resources Holdings Limited
Dong Cunling
Chairman

Hong Kong, 14 December 2017

As at the date of this announcement, the executive directors of the Company are Mr. Chen Xu, Mr. Dong Cunling, Mr. Wu Jiahong, Mr. Yang Hua and Mr. Zhou Guangwen; the non-executive director of the Company is Mr. Li Chunyan; the independent non-executive directors of the Company are Dr. Chen Renbao, Mr. Jiang Xiaohui and Mr. Ma Yueyong.