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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 Suites 2701-08, 27/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Friday, 9 December 2022 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 16 November 2022 (the “**Circular**”).

#### **ORDINARY RESOLUTION**

**“THAT:**

the entry into of the 5th 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 5th Extension) and the execution of the 5th 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 5th Deed of Amendment and the transactions contemplated thereunder (including the 5th Extension) or otherwise in relation to the 5th Deed of Amendment and the matters and the transactions contemplated thereunder (including the 5th Extension).”

By Order of the Board  
**Nan Nan Resources Enterprise Limited**  
**Kwan Man Fai**  
*Chairman and Managing Director*

Hong Kong, 16 November 2022

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice (the “**Meeting**”) 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 Meeting, 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 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 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 Meeting or adjourned meeting.
4. In order to attend and vote at the Meeting to be held on Friday, 9 December 2022, 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 Monday, 5 December 2022.

5. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting (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 or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in effect any time after 8:30 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](http://www.nannanlisted.com) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify its Shareholders of the date, time and place of the rescheduled meeting.
8. In view of the ongoing COVID-19 epidemic and the requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the Meeting to protect attending shareholders, staff and other stakeholders from the risk of infection:
  - (i) Compulsory body temperature screening or checks will be carried out on every shareholder, proxy and other attendee at the entrance of the Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius, is exhibiting flu-like symptoms or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the Meeting venue and be requested to leave the Meeting venue.
  - (ii) Every attendee will be required to wear a surgical face mask throughout the Meeting and sit at a distance from other attendees. Please note that no surgical face masks will be provided at the Meeting venue and attendees should bring and wear their own masks.
  - (iii) No refreshments or drinks will be served and no gift will be distributed to attendees at the Meeting.

To the extent permitted under law, the Company reserves the right to deny entry into the Meeting venue or require any person to leave the Meeting venue in order to ensure the safety of the attendees at the Meeting.

If necessary, more severe precautionary measures and/or other arrangement may be adopted at the Meeting to comply with any new, amended and then existing law provision of Hong Kong in effect that time. Shareholders should check the website of the Company at <https://www.nannanlisted.com> or the website of the Stock Exchange at <https://www.hkexnews.hk> for future announcements and updates on the Meeting arrangements.

The Company reminds shareholders that physical attendance in person at the Meeting is not necessary for the purpose of exercising voting rights and they may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the Meeting as an alternative to attending the Meeting in person.

*As at the date of this notice, the Board comprises three executive directors, namely Mr. Kwan Man Fai, Mr. Wong Sze Wai and Mr. Li Chun Fung; and three independent non-executive directors, namely Dr. Wong Man Hin Raymond, Mr. Chan Yiu Fai Youdey and Mr. Pak Wai Keung Martin.*