



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 ANNUAL GENERAL MEETING TO BE HELD ON 20 AUGUST 2024 (OR ANY ADJOURNMENT THEREOF)

I/We¹ _____
of _____
being the registered holder(s) of² _____
shares of HK\$0.10 each in the capital of Nan Nan Resources Enterprise Limited (the "Company") HEREBY APPOINT³ 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 annual general meeting (the "AGM") of the Company to be held at
21/F., Grand Millennium Plaza, 181 Queen's Road Central, Sheung Wan, Hong Kong on Tuesday, 20 August 2024 at 11:30 a.m. (or any
adjournment thereof) in respect of the resolutions set out in the notice of AGM as hereinunder indicated, and, if no such indication is given, as
my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 March 2024.		
2.	(a) To re-elect Mr. Kwan Man Fai as an executive director of the Company;		
	(b) To re-elect Mr. Chan Yiu Fai Youdey as an independent non-executive director of the Company; and		
	(c) To authorise the board of directors of the Company (the "Board") to fix the remuneration of the directors of the Company (the "Directors").		
3.	To re-appoint Forvis Mazars CPA Limited (formerly known as Mazars CPA Limited) as the auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix its remuneration.		
4.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of shares of the Company (the "Shares") (excluding treasury shares) as at the date of the passing of this resolution.		
5.	To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares (excluding treasury shares) as at the date of the passing of this resolution.		
6.	To extend the general mandate to the Directors to allot, issue and deal with the Shares by the number of repurchased Shares.		
SPECIAL RESOLUTION			
7.	To approve the amendments (the "Amendments") to the existing amended and restated bye-laws of the Company as set out in Appendix III to the circular of the Company dated 26 July 2024 and the adoption of the second amended and restated bye-laws of the Company containing all the Amendments in substitution for and to the exclusion of the existing amended and restated bye-laws of the Company with immediate effect.		

Dated this _____ day of _____ 2024

Signature(s)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). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the AGM is preferred, delete the words "the chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company but must attend the AGM (or any adjournment thereof) in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK ("✓") THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at the proxy's discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the meeting.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, 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 appointed for holding the AGM or adjourned meeting.
- This form of proxy 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.
- In the case of joint registered holders, any one of such holders may attend and vote at the AGM either personally or by proxy, but if more than one of such joint holders be present at the AGM personally or by proxy, the vote of the said persons so present whose name stands first in the register of members of the Company in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders.
- The full text of the resolutions is set out in the notice of the AGM.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- The supply of your Personal Data to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy.
- Your Personal Data will not be transferred to any third parties (other than the share registrars of the Company) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong.