

NAN NAN RESOURCES ENTERPRISE LIMITED

(Incorporated in Bermuda with limited liability)

(the “**Company**”)

Shareholder Communication Policy

Adopted by the Board on 27 March 2012

1. Purpose

- 1.1 The board of directors (the “**Board**”) of the Company aims to ensure that its shareholders, both individual and institutional (collectively, “**Shareholders**”), and, in appropriate circumstances, the investment community at large, are provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile), in order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and the investment community to engage actively with the Company.
- 1.2 For the purpose of this Policy, references to the investment community is intended to include the Company’s potential investors as well as analysts reporting and analyzing the Company’s performance.

2. General Policy

- 2.1 The Board should maintain an on-going dialogue with Shareholders and the investment community, and will review this Policy to ensure its effectiveness.
- 2.2 Information shall be communicated to Shareholders and the investment community mainly through the Company’s financial reports (quarterly (if any), interim and annual reports), annual general meetings and other general meetings that may be convened, as well as by making available all announcements, circulars and other corporate communications on the websites of the Company and The Stock Exchange of Hong Kong Limited (“**HKEx**”).
- 2.3 Effective and timely dissemination of information to Shareholders and the investment community shall be ensured at all times.

3. Shareholders’ enquiries

- 3.1 Shareholders should direct their questions about their shareholdings to the Company’s Registrar.

3.2 Shareholders may at any time make enquiry to the Board or make request for the Company's information to the extent such information is publicly available at the Company's registered office and/or principal office in Hong Kong.

4. Corporate Communication

4.1 All corporate communication of the Company (including quarterly (if any), interim and annual reports, notice of general meeting, announcements and circulars etc) will be provided to Shareholders in both English and Chinese versions to facilitate Shareholders' understanding.

4.2 All corporate communication will be sent to Shareholders by post via the Company's Share Registrar, if required under the Rules Governing the Listing of Securities on the HKEx ("Hong Kong Listing Rules"), and will be uploaded on the websites of the Company and HKEx pursuant to the Hong Kong Listing Rules.

5. Company Website

5.1 The Company shall maintain an official website. Information on the Company's website will be updated on a regular basis.

6. Shareholders' Meetings

6.1 Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend the meetings.

6.2 Appropriate arrangements for the annual general meeting shall be in place to encourage Shareholders' participation.

6.3 The process of the Company's general meeting will be monitored and reviewed on a regular basis, and if necessary, changes will be made to ensure that Shareholders' needs are best served.

6.4 For each substantially separate issue at a general meeting, a separate resolution should be proposed by the chairman of that meeting. The Company should avoid "bundling" resolutions unless they are interdependent and linked forming one significant proposal. Where the resolutions are "bundled", issuers should explain the reasons and material implications in the notice of meeting.

- 6.5 The chairperson of the Board should attend the annual general meeting and should also invite the chairmen of the audit, remuneration, nomination and any other committees of the Company (as appropriate) to attend. In their absence, he/she should invite another member of the committee or failing this his/her duly appointed delegate, to attend. These persons should be available to answer Shareholder's questions at the annual general meeting.
- 6.6 The chairman of the independent board committee (if any) should also be available to answer questions at any general meeting to approve a connected transaction or any other transaction that is subject to requires independent Shareholders' approval.
- 6.7 The Company should also ensure the external auditor to attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditor's independence.
- 6.8 The Company should arrange for the notice to Shareholders to be sent for annual general meetings at least 20 clear business days before the meeting and to be sent at least 10 clear business days for all other general meetings.
- 6.9 Any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution in which relates to purely to a procedural or administrative matter to be voted by a show of hands.

Procedural and administrative matters are those that:

- (i) are not on the agenda of the general meeting or in any supplementary circular to members; and
 - (ii) which relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Shareholders a reasonable opportunity to express their view.
- 6.10 The Company should ensure that Shareholders are familiar with the detailed procedures for conducting a poll. The chairman of a meeting should ensure that an explanation is provided of the detailed procedures for conducting a poll and answer any questions from Shareholders on voting by poll.
 - 6.11 The Company shall inform the Shareholders of the poll voting results of any general meetings by way of publication of announcement in accordance with the Hong Kong Listing Rules.

7. Shareholders' rights

7.1 To make proposals at general meeting other than a proposal of a person for election as a Director

- a. Pursuant to section 79 of the Bermuda Companies Act (the “Act”) , Shareholder(s) holding (i) not less than one-twentieth of the total voting rights of all Shareholders having the right to vote at the general meeting; or (ii) not less than 100 Shareholders, can submit a written request stating the resolution intended to be moved at the annual general meeting (“AGM”) or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting.
- b. The written request/statements must be signed by the Shareholder(s) concerned and deposited at the Company's registered office and/or principal office in Hong Kong, for the attention of the Company Secretary, not less than six weeks before the AGM in the case of a requisition requiring notice of a resolution and not less than one week before the general meeting in the case of any other requisition.
- c. Pursuant to section 80 of the Act, if the written request is in order, the Company Secretary will ask the Board (i) to include the resolution in the agenda for the AGM; or (ii) to circulate the statement for the general meeting, provided that the Shareholder(s) concerned have deposited a sum of money reasonably determined by the Board sufficient to meet the Company's expenses in serving the notice of the resolution and/or circulating the statement submitted by the Shareholder(s) concerned in accordance with the statutory requirements to all the registered Shareholders. On the contrary, if the requisition is invalid or the Shareholder(s) concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the Shareholder(s) concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM or the statement will not be circulated for the general meeting.

7.2 To propose a person for election as a Director

- a. If a shareholder, who is duly qualified to attend and vote at the general meeting convened to deal with appointment/election of director(s), wishes to propose a person (other than the Shareholder himself/herself) for election as a director at that meeting, he/she can deposit a written notice at the Company's registered office and/or its principal office in Hong Kong, for the attention of the Company Secretary.
- b. In order for the Company to inform all Shareholders of that proposal, the written notice must state the full name of the person proposed for election as a director, his/her biographical details as required by rule 13.51(2) of the Hong Kong Listing Rules, and be signed by the Shareholder concerned and that person indicating his/her willingness to be elected.

- c. The minimum length of the period, during which such written notice(s) may be given, shall be at least seven (7) days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.
- d. If the notice is received less than fifteen (15) business days prior to that general meeting, the Company will need to consider adjournment of the general meeting in order to (i) assess the suitability of the proposed candidate; and (ii) publish an announcement or circulate a supplementary circular in relation to the proposal to the Shareholders not less than ten (10) business days prior to the general meeting.

7.3 Procedures for shareholders to convene special general meeting (“SGM”)

- a. Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition sent to the Company’s registered office or its principal office in Hong Kong, for the attention of the Board or the Company Secretary, to require a SGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition.
- b. The written requisition must state the purposes of the general meeting, signed by the Shareholder(s) concerned and may consist of several documents in like form, each signed by one or more of those shareholders.
- c. If the requisition is in order, the Company Secretary will ask the Board to convene a SGM by serving sufficient notice in accordance with the statutory requirements to all the registered Shareholders. On the contrary, if the requisition is invalid, the Shareholders concerned will be advised of this outcome and accordingly, a SGM will not be convened as requested.
- d. The notice period to be given to all the registered Shareholders for consideration of the proposal raised by the Shareholder(s) concerned at a SGM varies according to the nature of the proposal, as follows:
 - (i) at least twenty-one (21) clear days’ and not less than ten (10) clear business days’ notice in writing if the proposal constitutes a special resolution of the Company, which cannot be amended other than to a mere clerical amendment to correct a patent error; and

(ii) at least fourteen (14) clear days' and not less than ten (10) clear business days' notice in writing if the proposal constitutes an ordinary resolution of the Company.

(iii) If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of section 74(3) of the Act.

7.4 Appoint and remove auditor prior to expiration of his term of office

The Shareholders may, at any general meeting convened and held in accordance with the Bye-laws of the Company, by special resolution remove the auditor of the Company (the “**Auditor**”) at any time before its expiration of term of office and shall by ordinary resolution at that meeting appoint another Auditor in its instead for the remaining term of office.

8. Shareholder Privacy

8.1 The Company recognizes the importance of Shareholders' privacy and will not disclose Shareholders' information without their consent, unless required by law to do so.