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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)

CONNECTED TRANSACTION PROPOSED EXTENSION OF THE MATURITY DATE OF HK\$200,000,000 ZERO COUPON CONVERTIBLE BOND DUE 2014

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement of the Company dated 21 January 2014 (the “**Announcement**”) in relation to the proposed extension of the Maturity Date of HK\$200,000,000 zero coupon Convertible Bond due 2014. Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Announcement.

SUPPLEMENTAL DEED TO THE 2ND DEED OF AMENDMENT

On 28 January 2014, the Company and the Subscriber entered into a supplemental deed (the “**Supplemental Deed**”), pursuant to which the conditions precedent of the 2nd Deed of Amendment regarding “the Stock Exchange having approved the 2nd Extension in accordance with Rule 16.03 of the Listing Rules” shall be changed to “the Stock Exchange having approved the 2nd Extension in accordance with Rule 28.05 of the Listing Rules”.

Save as disclosed, all other terms and conditions of the 2nd Deed of Amendment will remain unchanged.

CLARIFICATION

The Company would like to clarify that pursuant to Rule 28.05 of the Listing Rules (instead of Rule 16.03 of the Listing Rules), any alteration in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where alterations take effect automatically under the existing terms of such convertible debt securities. The Company will apply to the Stock Exchange for its approval of the proposed amendments contemplated by the 2nd Deed of Amendment pursuant to Rule 28.05 of the Listing Rules.

Except as stated above, all the information in the Announcement remains unchanged.

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

Hong Kong, 28 January 2014

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