

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Nan Nan Resources Enterprise Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker, or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
(2) RE-ELECTION OF RETIRING DIRECTORS  
(3) PROPOSED CHANGE OF AUDITOR  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice for convening an annual general meeting of Nan Nan Resources Enterprise Limited to be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 7 September 2017 at 11:30 a.m. is set out on pages 12 to 16 of this circular. A form of proxy for use at the annual general meeting is also enclosed.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

7 August 2017

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 7 September 2017 at 11:30 a.m., a notice of which is set out on pages 12 to 16 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Nan Nan Resources Enterprise Limited, an exempted company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue new Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of the relevant resolution
“Latest Practicable Date”	2 August 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to repurchase Shares up to 10% of the total number of issued Shares as at the date of the passing of the relevant resolution
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

## DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



**NAN NAN RESOURCES  
ENTERPRISE LIMITED**  
**南南資源實業有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1229)**

*Directors:*

Mr. Kwan Man Fai (*Chairman and Managing Director*)

Ms. Lo Fong Hung

Mr. Wang Xiangfei

Mr. Lam Ka Wai, Graham<sup>#</sup>

Mr. Wong Man Hin, Raymond<sup>#</sup>

Mr. Chan Yiu Fai, Youdey<sup>#</sup>

Mr. Wong Sze Wai (alternate to Mr. Wang Xiangfei)

<sup>#</sup> *Independent non-executive Director*

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal place of business  
in Hong Kong:*

8/F., Tower 2

Admiralty Centre

18 Harcourt Road

Admiralty

Hong Kong

7 August 2017

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF RETIRING DIRECTORS**  
**(3) PROPOSED CHANGE OF AUDITOR**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information with respect to the resolutions to be proposed at the AGM to be held on Thursday, 7 September 2017 relating to, among other things, (i) the granting of the Repurchase Mandate and the Issue Mandate to the Directors; (ii) the re-election of the retiring Directors; and (iii) the change of auditor of the Company.

## LETTER FROM THE BOARD

### 2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 23 August 2016, the resolutions were passed granting general mandates to the Directors to exercise all the powers of the Company to issue and repurchase Shares. Such general mandates will lapse at the conclusion of the AGM. Ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors as follows:

- (1) to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of the passing of the proposed resolution at the AGM;
- (2) to repurchase Shares of not exceeding 10% of the total number of issued Shares as at the date of the passing of the proposed resolution at the AGM; and
- (3) to extend the Issue Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate shall continue to be in force during the period from the date of the passing of the resolutions for the approval of the Issue Mandate and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws or any applicable laws of Bermuda; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the total number of Shares in issue was 765,373,584 Shares. Subject to the passing of the ordinary resolution approving the Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company would be allowed under the Issue Mandate to issue up to a maximum of 153,074,716 new Shares representing 20% of the total number of issued Shares as at the date of the passing of such ordinary resolution.

An explanatory statement relating to the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate and to issue any new Shares pursuant to the Issue Mandate.

## LETTER FROM THE BOARD

### 3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with bye-law 87 of the Bye-laws, Mr. Kwan Man Fai (“**Mr. Kwan**”) and Mr. Lam Ka Wai, Graham (“**Mr. Lam**”) will retire by rotation at the AGM and will be eligible for re-election at the AGM. Each of Mr. Kwan and Mr. Lam, being eligible, will offer himself for re-election as executive Director and independent non-executive Director respectively at the AGM.

As at the Latest Practicable Date, Mr. Lam has served as an independent non-executive Director for more than 9 years. Pursuant to the code provision A.4.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, (a) having served the Company for more than 9 years could be relevant to the determination of an independent non-executive director’s independence and (b) if an independent non-executive director has served more than 9 years, his further appointment should be subject to a separate resolution to be approved by shareholders. The Company has received from Mr. Lam annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. During his appointment, Mr. Lam has not involved in the daily management of the Company nor in any relationships which interfere with his independent judgment, and he has demonstrated his abilities to provide independent, balanced and objective view to the Company’s affairs. The nomination committee of the Company is of the view that Mr. Lam meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is regarded as independent in accordance with the terms of the guidelines. The Board considers that Mr. Lam to be independent under the Listing Rules despite the fact that he has served the Company for more than 9 years, therefore, with the recommendation from the nomination committee of the Company, recommends Mr. Lam for re-election at the AGM.

Details of the retiring Directors are set out in Appendix II to this circular.

### 4. PROPOSED CHANGE OF AUDITOR

As disclosed in the announcement of the Company dated 18 July 2017, Crowe Horwath (HK) CPA Limited (“**Crowe Horwath**”) will retire as the auditor of the Company with effect from the conclusion of the AGM. As Crowe Horwath has been the auditor of the Company for six years, the management of the Company considers that changing the auditor at an appropriate time will enhance the independence of the auditor, and will also maintain good corporate governance of the Company. Hence, the Board proposed, with the selection and recommendation of the audit committee of the Company, to appoint Mazars CPA Limited as the new auditor of the Company, and such proposed appointment is subject to the approval of Shareholders at the AGM.

Crowe Horwath has confirmed in writing that there are no matters that should be brought to the attention of the Shareholders or creditors of the Company.

## LETTER FROM THE BOARD

### 5. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 12 to 16 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other things, (i) the granting of the Repurchase Mandate and the Issue Mandate to the Directors; (ii) the re-election of the retiring Directors; and (iii) the change of auditor of the Company.

According to bye-law 66 of the Bye-laws, at any general meeting, a resolution put to the vote shall be decided on a show of hands unless (before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by, among others, the chairman of such meeting. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. In order to comply with the Listing Rules and bye-law 66 of the Bye-laws, all votes at the AGM will be taken by poll and the Company will announce the poll results after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instruction printed thereon and return the same to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### 6. RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. The English text shall prevail over the Chinese text in this circular.

Yours faithfully,  
For and on behalf of the Board  
**Nan Nan Resources Enterprise Limited**  
**Kwan Man Fai**  
*Chairman and Managing Director*



The following is an explanatory statement which contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

#### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued Shares comprised 765,373,584 Shares.

Subject to the passing of the ordinary resolution to approve the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Directors will be allowed under the Repurchase Mandate to repurchase a maximum of 76,537,358 Shares, representing 10% of the total number of issued Shares as at the date of the AGM.

#### **2. REASON FOR REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

#### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company intends to apply funds from the Company's internal resources legally available for such purpose in accordance with the Bye-laws, the laws of Bermuda and the Listing Rules.

There might be material adverse impact on the working capital and gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2017) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company.

#### **4. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and all applicable laws of Bermuda.

**5. EFFECT OF TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase in the interest of such Shareholder(s), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, Ascent Goal Investments Limited, which held approximately 74.42% of the issued share capital of the Company, was the only substantial Shareholder. In the event that the Directors should exercise in full the powers to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholding of Ascent Goal Investments Limited in the Company would be increased to approximately 82.69% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors also will not make share repurchase on the Stock Exchange if such repurchase would result in the minimum public float requirements under Rule 8.08 of the Listing Rules not being complied with.

**6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best knowledge of the Directors having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have any present intention, in the event that the relevant proposed resolution is approved by Shareholders in the AGM, to sell Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make purchases of Shares.

**7. SHARE REPURCHASES MADE BY THE COMPANY**

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

**8. SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date were as follows:

	<b>Share Price (per Share)</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2016</b>		
August	0.630	0.540
September	0.680	0.520
October	0.690	0.500
November	0.560	0.480
December	0.490	0.415
<b>2017</b>		
January	0.570	0.420
February	0.550	0.465
March	0.500	0.475
April	0.520	0.440
May	0.460	0.405
June	0.650	0.355
July	0.480	0.385
August (up to the Latest Practicable Date)	0.395	0.380

The details of the retiring Directors, who will retire and, being eligible, offer themselves for re-election at the AGM, are set out below:

**Mr. Kwan Man Fai (“Mr. Kwan”)**, aged 48, is an executive director of the Company appointed on 25 March 2008. Mr. Kwan has been the Chairman and Managing Director since March 2017 and is a member of the remuneration committee and the chairman of the nomination committee of the Company. He is also a director of certain subsidiaries of the Company. Mr. Kwan graduated from the University of Hong Kong with a bachelor degree in laws and a postgraduate certificate in laws. Mr. Kwan also holds a master degree in laws from The London School of Economics and Social Sciences, the University of London and a master degree in the PRC law from the City University of Hong Kong. Mr. Kwan is now a consultant of Messrs. Anthony Siu & Co., a law firm in Hong Kong. Mr. Kwan has over 10 years of experience in corporate finance and banking work, including assisting various companies in their listing on the Main Board and the Growth Enterprise Market of the Stock Exchange.

Mr. Kwan had entered into a service agreement with the Company for a term of three years commencing from 25 March 2008. Upon expiry of his service agreement on 24 March 2011, his service contract had been extended for three years commencing on 25 March 2011 and 25 March 2014 respectively and further extended for one year commencing on 25 March 2017. Pursuant to Mr. Kwan’s original service agreement signed in 2008, he was entitled to a director’s emolument of HK\$240,000 per annum and may be entitled to an annual management bonus of a sum to be determined by the Board at its discretion and limited to 5% of the consolidated net profits after taxation and minority interests but before extraordinary items as shown in the Group’s audited consolidated accounts for that financial year. Subsequent to a review of his director’s duties and responsibilities in the Company and the market rate for the position by the Board at the Board meeting held on 20 September 2012, the emolument of Mr. Kwan was approved by the Board to increase to HK\$480,000 per annum with effect from 1 April 2012. Following his appointment as the Chairman and Managing Director, his emolument was changed to HK\$720,000 per annum with effect from 1 March 2017. In addition, his emolument was changed from HK\$720,000 per annum to HK\$792,000 per annum with effect from 1 April 2017 as approved by the Remuneration Committee at its meeting held on 20 June 2017.

As at the Latest Practicable Date, Mr. Kwan does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Kwan does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, Mr. Kwan does not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Kwan’s re-election and there is no other information that needs to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Lam Ka Wai, Graham (“Mr. Lam”)**, aged 49, is an independent non-executive director of the Company appointed on 25 March 2008. He is the chairman of the audit committee of the Company and a member of both the remuneration committee and the nomination committee of the Company. Mr. Lam graduated from the University of Southampton, England with a Bachelor of Science degree in Accounting and Statistics. Mr. Lam is a member of Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. Mr. Lam is currently the Managing Director of an investment bank and has over 20 years’ experience in investment banking as well as over 3 years’ experience in accounting and auditing. Mr. Lam is also the independent non-executive director of Cheuk Nang (Holdings) Limited, a company listed on the Stock Exchange.

In addition, Mr. Lam was the independent non-executive director of China Fortune Financial Group Limited from 14 September 2007 to 11 April 2014, Applied Development Holdings Limited from 1 October 2005 to 12 December 2011, Pearl Oriental Oil Limited from 3 October 2008 to 19 March 2013, King Stone Energy Group Limited from 23 April 2012 to 22 March 2013, Value Convergence Holdings Limited from 4 January 2010 to 24 May 2012, CT Environmental Group Limited from 14 June 2011 to 15 April 2014, China Chuanglian Education Group Limited from 29 January 2008 to 5 October 2010, Hao Wen Holdings Limited from 17 November 2010 to 16 May 2011, Well Way Group Limited from 24 March 2011 to 16 April 2014, Chinese Strategic Holdings Limited from 22 December 2008 to 27 April 2012 and Finet Group Limited from 5 August 2009 to 24 January 2011, companies listed on the Stock Exchange.

Mr. Lam had entered into a service agreement with the Company for a term of three years commencing from 25 March 2008. Upon expiry of his service agreement on 24 March 2011, his service contract had been extended for three years commencing on 25 March 2011 and 25 March 2014 and further extended for one year commencing on 25 March 2017. Pursuant to Mr. Lam’s original service agreement signed in 2008, he was entitled to a director’s emolument of HK\$240,000 per annum. Subsequent to a review of his director’s duties and responsibilities in the Company and the market rate for the position by the Board at the board meeting on 20 September 2012, the emolument of Mr. Lam was approved by the Board to increase to HK\$288,000 per annum with effect from 1 April 2012 and his emolument was changed from HK\$288,000 per annum to HK\$336,000 per annum with effect from 1 April 2017 as approved by the Remuneration Committee at its meeting held on 20 June 2017.

As at the Latest Practicable Date, Mr. Lam does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lam does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, Mr. Lam does not hold any position with the Group and any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Lam’s re-election and there is no other information that needs to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

# NOTICE OF ANNUAL GENERAL MEETING



**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 IS HEREBY GIVEN THAT** an annual general meeting of Nan Nan Resources Enterprise Limited (the “**Company**”) will be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 7 September 2017 at 11:30 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “**Group**”) and the reports of the directors and independent auditor of the Company for the year ended 31 March 2017;
2.
  - (a) To re-elect Mr. Kwan Man Fai as an executive director of the Company;
  - (b) To re-elect Mr. Lam Ka Wai, Graham as an independent non-executive director of the Company (who has served as an independent non-executive director for more than 9 years); 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 appoint Mazars CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration;
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (A) subject to paragraph (B) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and/or requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or any other stock exchange as amended from time to time, be and is hereby, generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

(B) the total number of Shares to be repurchased by the Company pursuant to the approval in paragraph (A) above shall not exceed 10% of the total number of issued Shares as at the date of the passing of this resolution and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be repurchased under the approval in paragraph (A) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same;

(C) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company (the **“Bye-laws”**) or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company (the **“Shareholders”**) in general meeting.”

5. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

(A) subject to paragraph (C) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby, generally and unconditionally approved;

(B) the approval in paragraph (A) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

## NOTICE OF ANNUAL GENERAL MEETING

(C) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (A) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) any issue of Shares under any option scheme or similar arrangement for the time being adopted by the Company and/or its subsidiaries for the grant or issue of Shares or rights to acquire Shares; or
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws,

shall not exceed 20% of the total number of issued Shares as at the date of the passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be issued under the approval in paragraph (A) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(D) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any



## NOTICE OF ANNUAL GENERAL MEETING

restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange, in any territory applicable to the Company).”

6. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the general mandate granted to the Directors to allot, issue and deal with such number of additional Shares pursuant to resolution numbered 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 4 set out in the notice convening this meeting, provided that such number of Shares shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of consolidation or subdivision of Shares after the date of the passing of this resolution).”

By Order of the Board

**Kwan Man Fai**

*Chairman and Managing Director*

Hong Kong, 7 August 2017

*As at the date of this notice, the Board comprises three executive Directors, namely Mr. Kwan Man Fai, Ms. Lo Fong Hung, Mr. Wang Xiangfei (with Mr. Wong Sze Wai as his alternate) and three independent non-executive Directors, namely Mr. Wong Man Hin, Raymond, Mr. Lam Ka Wai, Graham and Mr. Chan Yiu Fai, Youdey.*

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice 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. The register of members of the Company will be closed from Monday, 4 September 2017 to Thursday, 7 September 2017, both days inclusive, during which period no transfer of Shares will be registered. To be eligible to attend and vote at the annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with 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 no later than 4:00 p.m. on Friday, 1 September 2017.
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.

## NOTICE OF ANNUAL GENERAL MEETING

6. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all the resolutions will be voted by way of poll.
7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:30 a.m. on the date of the annual general 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.