

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



NAN NAN RESOURCES ENTERPRISE LIMITED

南南資源實業有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1229)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 7 SEPTEMBER 2017, RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND NON-COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE LISTING RULES

The Board would like to announce that all the resolutions set out in the notice of the AGM dated 7 August 2017, save for resolution 2(b) in respect of the re-election of Mr. Lam Ka Wai, Graham as an Independent Non-executive Director, were duly passed by the Shareholders by way of poll at the AGM held on 7 September 2017.

The board of directors (the “**Board**”) of Nan Nan Resources Enterprise Limited (the “**Company**”) would like to announce that all the resolutions set out in the notice of the annual general meeting of the Company (the “**AGM**”) dated 7 August 2017, save for resolution 2(b) in respect of the re-election of Mr. Lam Ka Wai, Graham as an Independent Non-executive Director, were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the AGM held on 7 September 2017.

POLL RESULTS

As at the date of the AGM, the total number of issued shares of the Company (the “**Shares**”) was 765,373,584 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and no Shareholder was required under the Listing Rules to abstain from voting at the AGM.

Union Registrars Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM. The poll results in respect of all the resolutions are as follows:

Ordinary Resolutions		Number of Shares Voted (Approximate %)	
		For	Against
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 2017.	569,639,079 (100%)	0 (0%)
2.	(a) To re-elect Mr. Kwan Man Fai as an executive director of the Company;	569,639,079 (100%)	0 (0%)
	(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	22,490 (0.0039%)	569,616,589 (99.9961%)
	(c) To authorise the board of directors of the Company (the " Board ") to fix the remuneration of the directors of the Company (the " Directors ").	569,639,079 (100%)	0 (0%)
3.	To appoint Mazars CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration.	569,639,079 (100%)	0 (0%)
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 as at the date of the passing of this resolution.*	569,639,079 (100%)	0 (0%)
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 as at the date of the passing of this resolution.*	569,639,079 (100%)	0 (0%)
6.	To extend the general mandate to the Directors to allot, issue and deal with the Company's Shares by the number of repurchased Shares.*	569,639,079 (100%)	0 (0%)

* The full text of resolutions 4, 5 and 6 is set out in the notice of AGM.

As more than 50% of the votes were casted in favour of each of the resolutions nos. 1, 2(a), 2(c) and 3 to 6, such resolutions were duly passed as ordinary resolutions. As less than 50% of the votes were cast in favour of resolution no. 2(b), such resolution was not passed as ordinary resolution.

RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

As indicated above, the ordinary resolution no. 2(b) was not passed by the Shareholders at the AGM. Accordingly, Mr. Lam Ka Wai, Graham (“**Mr. Lam**”) retired as an Independent Non-executive Director with effect from the conclusion of the AGM and ceased to be the Chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee of the Company.

The Board is not aware of any disagreement with Mr. Lam or any matters relating to his retirement that need to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Lam for his long services and valuable contribution to the Company during his tenure of office.

NON-COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE LISTING RULES

Pursuant to Rule 3.10(1) of the Listing Rules, the board of a listed issuer must include at least three independent non-executive directors. Furthermore, pursuant to Rule 3.21 of the Listing Rules, the audit committee of a listed issuer must comprise a minimum of three members and be chaired by an independent non-executive director. Upon conclusion of the AGM, the number of independent non-executive Directors and the composition of the Audit Committee have failed to meet the relevant requirements under the Listing Rules.

The Board will identify an appropriate person to fill the vacancy of Independent Non-executive Director and the Chairman of the Audit Committee as soon as possible and within the three-month period from the date of Mr. Lam’s retirement and further announcement(s) will be made as and when appropriate.

Made by the order of the Board, save for Ms. Lo Fong Hung who could not be contacted as at the date of this announcement.

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

Hong Kong, 7 September 2017

As at the date of this announcement, the Board comprises three executive directors, namely Mr. Kwan Man Fai, Ms. Lo Fong Hung and Mr. Wang Xiangfei; two independent non-executive directors, namely Mr. Wong Man Hin, Raymond and Mr. Chan Yiu Fai, Youdey; and one alternate director, Mr. Wong Sze Wai (alternate to Mr. Wang Xiangfei).