



**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 SPECIAL GENERAL MEETING TO BE HELD ON 10 MARCH 2014
(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 chairperson of
the meeting or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting ("SGM") of the Company to be held
at Suites 1003-1006, 10/F., Two Pacific Place, 88 Queensway, Hong Kong on Monday, 10 March 2014 at 12:00 noon (or at any adjournment
thereof) in respect of the resolutions set out in the notice of SGM as hereunder indicated, and, if no such indication is given, as my/our
proxy thinks fit.

ORDINARY RESOLUTION	For ⁴	Against ⁴
<p>the entry into of the 2nd Deed of Amendment (as amended and supplemented by the Supplemental Deed) (as defined in the circular to the shareholders of the Company dated 13 February 2014), a copy of which has been produced to this meeting marked "A" and signed by the chairman of this meeting for identification purpose, the transactions contemplated thereunder (including the 2nd Extension) and the execution of the 2nd Deed of Amendment (as amended and supplemented by the Supplemental Deed) and any documents and agreements incidental thereto under the common seal of the Company by any director of the Company on behalf of the Company be and are hereby confirmed, approved, authorised and ratified in all respect; and</p> <p>any director of the Company (under hand or under seal) be and is/are hereby authorised for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company to) any such other documents, instruments and agreements and to do any such acts or things as may be deemed by him/her/them in his/her/their absolute discretion to be necessary or incidental to, ancillary to or in connection with the matters contemplated in the 2nd Deed of Amendment (as amended and supplemented by the Supplemental Deed) and the transactions contemplated thereunder (including the 2nd Extension) or otherwise in relation to the 2nd Deed of Amendment (as amended and supplemented by the Supplemental Deed) and the matters and the transactions contemplated thereunder (including the 2nd Extension).</p>		

Dated this _____ day of _____ 2014.

Signature(s)⁵ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. If any proxy other than the chairperson of the meeting is preferred, delete the words "the chairperson 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 INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company but must attend the meeting (or any adjournment thereof) to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION TICK ("✓") THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. 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, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.
6. 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.
7. In the case of joint registered holders, any one of such holders may attend and vote at the meeting either personally or by proxy, but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of the said persons so present whose name stands first in the register of members in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders.
8. Completion and return of this form of proxy will not preclude you from attending and voting 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.