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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)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 7 MARCH 2017 IN RELATION TO EXTENSION OF THE MATURITY DATE OF HK\$200,000,000 ZERO COUPON CONVERTIBLE BOND DUE 2017

POLL RESULTS OF THE SPECIAL GENERAL MEETING

The Board is pleased to announce that the ordinary resolution to approve the 3rd Extension of the maturity date of HK\$200,000,000 zero coupon Convertible Bond due 2017 as set out in the notice of the SGM dated 17 February 2017 was duly passed by the Independent Shareholders by way of poll at the SGM held on 7 March 2017.

Reference is made to the circular of the Company dated 17 February 2017 (the “**Circular**”) in relation to the proposed extension of the Maturity Date of HK\$200,000,000 zero coupon Convertible Bond due 2017. Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SPECIAL GENERAL MEETING

The board of directors (the “**Board**”) of Nan Nan Resources Enterprise Limited (the “**Company**”) is pleased to announce that the ordinary resolution as set out in the notice of the special general meeting (the “**SGM**”) contained in the Circular (the “**Resolution**”) was duly passed by the Independent Shareholders of the Company by way of poll at the SGM held on 7 March 2017.

As at the date of the SGM, the total number of issued shares of the Company (the “Shares”) was 765,373,584 Shares. The Subscriber, being the Controlling Shareholder and connected person of the Company under the Listing Rules, and its associates which were beneficially interested in 569,616,589 Shares (representing approximately 74.42% of the issued share capital of the Company) were required to abstain and had abstained from voting in respect of the Resolution at the SGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the Resolution proposed at the SGM was 195,756,995 Shares. Save as disclosed, there were no Shares in respect of which their holders were entitled to attend and vote only against the Resolution proposed at the SGM and no Shareholder was required to abstain from voting on the Resolution proposed at the SGM.

Union Registrars Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the SGM. The poll results in respect of the Resolution were as follows:

Ordinary Resolution	Number of Shares Voted (Approximately %)	
	For	Against
<p>1. The entry into of the 3rd Deed of Amendment (as defined in the Circular), 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 3rd Extension) and the execution of the 3rd Deed of Amendment 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 all 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 3rd Deed of Amendment and the transactions contemplated thereunder (including the 3rd Extension) or otherwise in relation to the 3rd Deed of Amendment and the matters and the transactions contemplated thereunder (including the 3rd Extension).</p>	<p>69,017,460 (100%)</p>	<p>0 (0%)</p>

As more than 50% of the votes were casted in favour of the Resolution, the Resolution was duly passed as an ordinary resolution at the SGM.

Since all conditions precedent of the 3rd Deed of Amendment have been fulfilled, it shall become effective as of today. Accordingly, the Maturity Date and the Conversion Period of the Convertible Bond will be extended for 36 months to 13 March 2020.

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

Hong Kong, 7 March 2017

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