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Rosan Resources Holdings Limited

融信資源控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 578)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**SGM**”) of the shareholders of Rosan Resources Holdings Limited (the “**Company**”) will be held at Room 4, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 14 December 2017 at 11:00 a.m. for the purposes of considering and, if thought fit, passing with or without amendments the following ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“THAT

- (1) the subscription agreement dated 13 October 2017 (the “**Subscription Agreement A**”), a copy of which is marked “A” and signed by the Chairman for the purpose of identification, entered into between the Company as issuer and Retop International Investment Limited as subscriber in relation to the allotment and issue of an aggregate of 100,000,000 new ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Subscription Shares A**”) credited as fully paid, at the issue price of HK\$0.20 per Subscription Share A for a consideration of HK\$20,000,000 and all transactions contemplated thereunder or in relation thereto be and are hereby approved, confirmed and/or ratified (as the case may be);
- (2) the allotment and issue of an aggregate of 127,500,000 new ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Consideration Shares**”) credited as fully paid, at the issue price of HK\$0.20 per Consideration Share to satisfy the consideration of HK\$25,500,000 pursuant to the acquisition agreement dated 13 October 2017 entered into between the Company as purchaser and Minan Holding Limited as vendor in relation to the sale and purchase of the entire issued share capital of Goal Getter Ventures Limited (the “**Acquisition Agreement**”), be and are hereby approved;

- (3) the allotment and issue of an aggregate of 100,000,000 new ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Subscription Shares B**”) credited at fully paid, at the issue price of HK\$0.20 per Subscription Share B for a consideration of HK\$20,000,000 under the subscription agreement dated 13 October 2017 entered into between the Company as issuer and Mr. Li Xiangfei as subscriber (the “**Subscription Agreement B**”), be and are hereby approved;

(collectively, the Consideration Shares, the Subscription Shares A and the Subscription Shares B are referred to as “**New Shares**”)

- (4) the directors of the Company (the “**Directors**”) be and are hereby generally and specifically authorised to allot and issue such number of New Shares (the “**Specific Mandate**”) subject to and upon (i) the terms and conditions as set out in the Acquisition Agreement, the Subscription Agreement A and the Subscription Agreement B, respectively and (ii) the approval of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the listing of, the permission to deal in, the New Shares. The Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution. The Specific Mandate will expire on 5 March 2018;
- (5) the grant of the Specific Mandate to authorize the Directors to allot and issue the New Shares be and is hereby approved, confirmed and/or ratified (as the case may be); and
- (6) any one of the Directors be and is hereby authorised to execute all documents and to do all such things and take all such other steps which, in his/her opinion, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated in and for completion of the Acquisition Agreement, the Subscription Agreement A and the Subscription Agreement B, including, without limitation, the allotment and issue of the New Shares and to agree to such variation, amendment or waiver in relation thereto which are, in the opinion of the Directors, in the interest of the Company.”

By order of the Board
Rosan Resources Holdings Limited
Dong Cunling
Chairman

Hong Kong, 28 November 2017

Principal place of business:

Unit 3204B, 32/F.
Tower I
Admiralty Centre
No. 18 Harcourt Road
Admiralty
Hong Kong

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Where there are joint holders of share(s) of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share(s) as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of such holders so presents whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the SGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all of the above resolutions will be voted by way of poll.

As at the date of this announcement, the executive directors of the Company are Mr. Chen Xu, Mr. Dong Cunling, Mr. Wu Jiahong, Mr. Yang Hua and Mr. Zhou Guangwen; the non-executive director of the Company is Mr. Li Chunyan; the independent non-executive directors of the Company are Dr. Chen Renbao, Mr. Jiang Xiaohui and Mr. Ma Yueyong.