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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)

VOLUNTARY ANNOUNCEMENT LOAN FROM SHAREHOLDERS

This announcement is made by the Company on a voluntary basis.

The Board of the Company is pleased to announce that on 14 February 2018, the Group entered into three loan agreements with Mr. Bao, Mr. Li and Mr. Zhang, respectively. Pursuant to the loan agreements, Mr. Bao, Mr. Li and Mr. Zhang agreed to provide unsecured and interest-free loans in the amount of RMB10 million, RMB40 million and RMB50 million, respectively, for a term of three years and up to the amount of RMB200 million each, to Jinfeng, a non-wholly owned subsidiary of the Company. The loans are repayable in full or by instalment subject to further negotiations, within 36 months of the drawdown date.

REASONS FOR AND BENEFITS OF ENTERING INTO THE LOAN AGREEMENTS

The loan from Mr. Bao, Mr. Li and Mr. Zhang will be used by Jinfeng as its general working capital and to repay other indebtedness. The Directors are of the opinion that the provision of interest-free loan offered by the Parties to Jinfeng for its general working capital is favourable to the Group as compared with the borrowings from the financial institutions in the market.

The Board considers that the financial position of Jinfeng remains stable and Jinfeng will be able to honor the terms of the above-mentioned loan agreements with the Parties as well as other indebtedness.

LISTING RULES IMPLICATIONS

Mr. Bao and Mr. Zhang are substantial shareholder(s) of the Company under the definition of the Listing Rule. Accordingly, each of Mr. Bao and Mr. Zhang are connected person(s) of the Company and the transactions contemplated under the respective loan agreements with Jinfeng constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

The Board considers that as the provision of loans from Mr. Bao and Mr. Zhang is conducted on normal commercial terms or better and is not secured by any assets of the Group, the provision of loans received by the Group from the connected person(s) is fully exempted under Rule 14A.90 of the Listing Rules.

DEFINITIONS

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

“Board”	the board of Directors
“Company”	Rosan Resources Holdings Limited (融信資源控股有限公司), a company incorporated in Bermuda with limited liability whose shares are listed on the main board of the Stock Exchange (stock code: 578)
“connected person(s)”	has the meanings ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Jinfeng”	河南金豐煤業集團有限公司 (Henan Jinfeng Coal Industrial Group Company Limited*), an indirect non-wholly owned subsidiary of the Company
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Bao”	Mr. Bao Hongkai (包洪凱先生), a substantial Shareholder of the Company

“Mr. Li”	Mr. Li Xiangfei (李翔飛先生), a Shareholder who currently holds 9.61% of the issued share capital of the Company
“Mr. Zhang”	Mr. Zhang Xinzhi (張信志先生), a substantial Shareholder
“Parties”	Mr. Bao, Mr. Li and Mr. Zhang, collectively
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK0.1 each in the share capital of the Company
“Shareholder(s)”	holders of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meanings ascribed to it under the Listing Rules
“%”	per cent.

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

Hong Kong, 14 February 2018

As at the date of this announcement, the executive directors of the Company are Mr. Dong Cunling, Mr. Wu Jiahong, Mr. Zhang Yi 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.

* *For identification purpose only*