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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Rosan Resources Holdings Limited, you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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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)**

**(1) PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE SHARES,  
(2) PROPOSED RE-ELECTION OF DIRECTORS,  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Rosan Resources Holdings Limited (the “**Company**”) to be held at Room 3, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 17 June 2020 at 12:00 p.m. is set out on pages 16 to 19 of this circular. A proxy form for use at the annual general meeting is enclosed with this circular. Such proxy form is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.irasia.com/listco/hk/rrhl](http://www.irasia.com/listco/hk/rrhl)).

Whether or not you are able to attend the annual general meeting, you are requested to complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return the completed proxy form to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

14 May 2020

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:–*

“AGM”	the annual general meeting of the Company to be held at Room 3, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 17 June 2020 at 12:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the AGM Notice, or any adjournment thereof
“AGM Notice”	the notice for convening the AGM as set out on pages 16 to 19 of this circular
“Board”	the board of Directors
“Company”	Rosan Resources Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 578)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Bye-laws”	the bye-laws of the Company currently in force
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 May 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option(s)”	a right to subscribe for Shares granted pursuant to the Share Option Scheme and for the time being subsisting

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## DEFINITIONS

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“PRC”	the People’s Republic of China, which shall, for the purposes of this circular, exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares, details of which are set out in ordinary resolution no. 8 of the AGM Notice
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share Option(s)”	option(s) to subscribe for Shares granted under the Share Option Scheme
“Share Option Scheme”	a share option scheme for the benefit of eligible participants as approved by the Shareholders on 27 May 2014
“Share Issue Mandate”	the general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares, details of which are set out in ordinary resolution no. 9 of the AGM Notice
“Shareholder(s)”	shareholder(s) of the Company
“Shares”	ordinary shares of HK\$0.1 each in the share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Bao Hongkai (*Chairman*)  
Mr. Dong Cunling  
Mr. Li Xiangfei  
Mr. Sun Shusheng  
Mr. Zhang Yi

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Non-Executive Director:*

Mr. Li Chunyan

*Principal Place of Business in Hong Kong:*

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

*Independent Non-Executive Directors:*

Mr. Kwan Wing Hung  
Mr. Ma Geng

14 May 2020

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE SHARES,  
(2) PROPOSED RE-ELECTION OF DIRECTORS,  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the Repurchase Mandate and the Share Issue Mandate to the Directors and (ii) the re-election of the Directors.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM which, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase Shares at the date passing the resolution until the next annual general meeting of the Company following the passing of the resolution or such earlier date as stated in the resolution representing up to maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution. Assuming no further Shares are issued and repurchased prior to the AGM and based on the issued share capital of the Company of 1,040,173,692 Shares as at the Latest Practicable Date, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 104,017,369 Shares.

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

### 3. GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM which, if passed, will give the Directors a general mandate to allot, issue and deal with new Shares at the date passing the resolution until the next annual general meeting of the Company following the passing of the resolution or such earlier date as stated in the resolution representing up to 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution. Assuming no further Shares are issued and repurchased prior to the AGM and based on the issued share capital of the Company of 1,040,173,692 Shares as at the Latest Practicable Date, the Company would be allowed under the Share Issue Mandate to allot and issue a maximum of 208,034,738 Shares.

In addition, if the Repurchase Mandate is granted, an ordinary resolution will be proposed at the AGM providing that any Shares repurchased under the Repurchase Mandate (up to maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the granting of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

### 4. PROPOSED RE-ELECTION OF DIRECTORS

According to bye-law 111 of the Bye-laws, Mr. Bao Hongkai (“**Mr. Bao**”), Mr. Li Chunyan, Mr. Kwan Wing Hung and Mr. Ma Geng shall retire by rotation at the AGM. All of the above four retiring Directors, being eligible, will offer themselves for re-election at the AGM. Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders’ approval at that relevant general meeting. The requisite details of the above four retiring Directors are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### **5. AGM**

The notice of the AGM is set out on pages 16 to 19 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the proposed granting of the Repurchase Mandate and the Share Issue Mandate and proposed re-election of the Directors.

A proxy form for use at the AGM is enclosed with this circular and such proxy form is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.irasia.com/listco/hk/rrhl](http://www.irasia.com/listco/hk/rrhl)). Whether or not you are able to attend the AGM, you are requested to complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return the completed proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or and adjournment meeting should you so wish and in such event, your proxy form shall be deemed to be revoked.

### **6. VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **7. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **8. RECOMMENDATION**

The Directors consider that the proposed granting of the Repurchase Mandate and the Share Issue Mandate and the proposed re-election of the Directors are in the best interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### 9. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,  
By order of the Board  
**Rosan Resources Holdings Limited**  
**Bao Hongkai**  
*Chairman*

Hong Kong, 14 May 2020



This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised of 1,040,173,692 Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no Shares will be issued or repurchased prior to the AGM, the Company is entitled under the Repurchase Mandate to repurchase a maximum of 104,017,369 Shares.

### **2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders as a whole.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Directors will only apply funds legally available for such purpose in accordance with its Memorandum of Association and the Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

The Company is empowered by its Memorandum of Association and the Bye-laws to repurchase Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share repurchase by a company may only be paid out of the capital paid up on the relevant shares, or funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of the funds of the company which would otherwise be available for dividend or distribution or out of the share premium of the company.

#### 4. IMPACT OF REPURCHASES

There could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2019) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

#### 5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company will increase, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Retop International Investment Limited ("**Retop**") held 241,400,000 Shares, representing approximately 23.21% of the issued share capital of the Company, its ultimate beneficial owner being Mr. Bao who personally holds 675,000 Shares, representing approximately 0.06% of the issued share capital of the Company. In the event that the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate, the aggregated shareholding of Retop and Mr. Bao will be increased to approximately 25.86%. In the opinion of the Directors, such increase may not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

#### 6. GENERAL

None of the Director or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

## 7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock

Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:–

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2019</b>		
April	0.077	0.061
May	0.076	0.060
June	0.068	0.060
July	0.069	0.056
August	0.063	0.047
September	0.053	0.049
October	0.057	0.044
November	0.057	0.041
December	0.045	0.039
<b>2020</b>		
January	0.053	0.048
February	0.050	0.041
March	0.042	0.035
April	0.037	0.037
May (Up to the Latest Practicable Date)	0.037	0.036

## 8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who shall offer themselves for re-election at the AGM according to the Bye-laws, are provided below.

**(1) MR. BAO HONGKAI**

**Position and experience**

Mr. Bao, aged 50, has been appointed as the chairman and an executive director of the Company since April 2020. He graduated with bachelor degree from Henan Polytechnic University, Henan Province, The People's Republic of China (the "PRC") and he has also obtained a master degree of business administration from the National University of Singapore. He was the chairman and executive director of the Company during the year 2006 to year 2010. He used to be as a coal mine technical adviser and the safety supervisor. Mr. Bao has more than 20 years of experience in coal mining industry in the PRC.

**Length of service**

There is no service contract entered into between Mr. Bao and the Company and he has not been appointed for any fixed term but is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws.

**Relationships**

As far as the Directors are aware, Mr. Bao did not hold any directorship in other listed companies which are listed on any securities market in Hong Kong or overseas in the past three years. He has no other connections with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Bao and his associates beneficially hold 242,075,000 shares of the Company, representing 23.27% of the issued share capital of the Company. Save as disclosed above, Mr. Bao does not have any other interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

**Director's emoluments**

Mr. Bao is entitled to a director's fee of HK\$12,000 per annum, which is determined with reference to the prevailing market rate and his duties and responsibilities in the Company of the Company.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As at the latest Practicable Date, Mr. Bao has provided a shareholder loan to the Group amounting to RMB10,000,000. Save as disclosed above there is no information of Mr. Bao to be disclosed pursuant to any of the requirements under Rules 13.51(2)(c) and 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Bao that need to be brought to the attention of the Shareholders.

**(2) MR. LI CHUNYAN****Position and experience**

Mr. Li Chunyan, aged 55, has been appointed as a non-executive director of the Company since December 2011. He is currently a registered lawyer at Henan Shi Ji Tong Law Firm (河南世紀通律師事務所) in the PRC and is also a certified public accountant, certified public valuer and certified tax agent in the PRC. Mr. Li has acted as a legal adviser to the Henan Provincial People's Hospital, the Henan TV Station and certain listed companies in the PRC. Mr. Li was an independent non-executive director of six PRC listed companies during the period from 2002 to 2008. He is currently an independent non-executive director (appointed in 2014 and will be retired in 2020) of Zhengzhou Yutong Bus Co., Ltd which is listed on the Shanghai Stock Exchange of the PRC. Mr. Li is also currently an independent non-executive director of Zhongyu Gas Holdings Limited since October 2010, which is listed on the main board of the Stock Exchange.

**Length of service**

There is no service contract entered into between Mr. Li and the Company and he has not been appointed for any fixed term but is subject to retirement and re-election at annual general meeting of the Company in accordance with the Bye-laws.

**Relationships**

As far as the Directors are aware, Mr. Li does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Li has no interest of the issued share capital of the Company pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Li was not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations.

**Director's emoluments**

Mr. Li is currently entitled to receive a director's fee of HK\$300,000 per annum from the Company. The above emolument of Mr. Li is determined by the Board by reference to his qualifications and experience, remuneration policy of the Company and prevailing market conditions.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Li to be disclosed pursuant to any of the requirements under Rules 13.51(2)(c) and 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

**(3) MR. KWAN WING HUNG****Position and experience**

Mr. Kwan Wing Hung, aged 53, has been appointed as an independent non-executive director of the Company since March 2020. He graduated with master of business administration from The Ohio State University, United States. He has also obtained a bachelor degree in Applied Mathematics from Chongqing University and master degree in Systems Engineering from University of Shanghai for Science and Technology, China. Mr. Kwan is both a member of American Institute of Certified Public Accountant (“AICPA”) and Chartered Financial Analyst (“CFA”), the United States. Mr. Kwan was the financial controller and investor relations officer of a Hong Kong listed company from the year 2009 to year 2016. He has extensive working experience in the mining industry, real estate and fund investment. He is specialized in the area of financial management, merger and acquisition and fund investment.

**Length of service**

There is no service contract entered into between Mr. Kwan and the Company and he has not been appointed for any fixed term but is subject to retirement and re-election at annual general meeting of the Company in accordance with the Bye-laws.

**Relationships**

As far as the Directors are aware, Mr. Kwan does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Kwan was not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

**Director’s emoluments**

Mr. Kwan is currently entitled to receive a director’s fee of HK\$150,000 per annum from the Company. The above emolument of Mr. Kwan is determined by the Board by reference to his qualifications and experience, remuneration policy of the Company and prevailing market conditions.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Kwan to be disclosed pursuant to any of the requirements under Rules 13.51(2)(c) and 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Kwan that need to be brought to the attention of the Shareholders.

**(4) MR. MA GENG****Position and experience**

Mr. Ma Geng, aged 61, has been appointed as an independent non-executive director of the Company since March 2020. He graduated with doctor degree of mining engineering from China University of Mining and Technology (Beijing). He is currently an executive director, dean and senior engineer of Henan Energy and Chemical Group Company Limited. He is also acting as committee member of Coal Industry Committee of Technology, China Coal Society and Mining Professional Committee. He has extensive solid experience engaging in coal mines safety production, mining research and engineering.

**Length of service**

There is no service contract entered into between Mr. Ma and the Company and he has not been appointed for any fixed term but is subject to retirement and re-election at annual general meeting of the Company in accordance with the Bye-laws.

**Relationships**

As far as the Directors are aware, Mr. Ma does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Ma has no interest of the issued share capital of the Company pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Ma was not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations.



**Director's emoluments**

Mr. Ma is currently entitled to receive a director's fee of HK\$150,000 per annum from the Company. The above emolument of Mr. Ma is determined by the Board by reference to his qualifications and experience, remuneration policy of the Company and prevailing market conditions.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Ma to be disclosed pursuant to any of the requirements under Rules 13.51(2)(c) and 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Ma that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that an annual general meeting of Rosan Resources Holdings Limited (the “**Company**”) will be held at Room 3, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong, on Wednesday, 17 June 2020, at 12:00 p.m. for the following purposes:

#### **AS ORDINARY BUSINESS**

1. To receive and consider the audited financial statements of the Company and the report(s) of the directors and auditors for the year ended 31 December 2019;
2. To re-elect Mr. Bao Hongkai as an executive director of the Company;
3. To re-elect Mr. Li Chunyan as a non-executive director of the Company;
4. To re-elect Mr. Kwan Wing Hung as an independent non-executive director of the Company;
5. To re-elect Mr. Ma Geng as an independent non-executive director of the Company;
6. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
7. To re-appoint Moore Stephens CPA Limited as auditors of the Company and to authorize the board of directors of the Company to fix auditor’s remuneration;

#### **ORDINARY RESOLUTIONS**

8. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of the Company be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate nominal amount of shares of the Company, which the directors of the Company is authorised to repurchase pursuant to the approval in paragraph (a) above, shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
  - (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company currently in force (the “**Bye-laws**”) or any applicable laws to be held; and
    - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings.”
9. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined as below) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power(s) be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period (as defined as below) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

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(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined as below);
- (ii) the exercise of option granted under any share option scheme or similar arrangement of the Company or the exercise of subscription or conversion rights attaching to any securities which are convertible into ordinary shares of the Company; and
- (iii) any script dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part a dividend on shares of the Company in accordance with the Bye-laws,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirement of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”; and

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10. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** subject to the passing of the resolutions in nos. 8 and 9 of the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to the resolution in no. 9 of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution in no. 8 of the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said resolution in no. 8 of the notice convening this meeting.”

By order of the Board  
**Rosan Resources Holdings Limited**  
**Bao Hongkai**  
*Chairman*

Hong Kong, 14 May 2020

*Notes:–*

1. Any member of the Company entitled to attend and vote at this meeting (or at any adjournment of it) is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, a proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the proxy form shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the proxy form shall be deemed to be revoked.
3. In relation to the ordinary resolutions set out in nos. 8, 9 and 10 of this notice, the directors of the Company wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.
4. If typhoon signal No. 8 or above, or a “black” rainstorm warning is in effect at any time after 7:00 a.m. on the date of the above meeting, the meeting will be postponed. The Company will post an announcement on websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.irasia.com/listco/hk/rrhl](http://www.irasia.com/listco/hk/rrhl)) to notify shareholders of the date, time and place of the rescheduled meeting.